

Western Gas Partners LP  
Form 4  
January 24, 2011

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CRANE JAMES R

(Last) (First) (Middle)

1201 LAKE ROBBINS DRIVE

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Western Gas Partners LP [WES]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/14/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units Representing Limited Partnership Interests	05/14/2010		P		1,147.71 <sup>(1)</sup>	A	\$ 22.2019
Common Units Representing Limited Partnership Interests	08/13/2010		P		1,899.1 <sup>(1)</sup>	A	\$ 24.0975
							439,250.71
							495,809.81

Edgar Filing: Western Gas Partners LP - Form 4

Common  
Units  
Representing  
Limited  
Partnership  
Interests

11/12/2010	P	1,737.112 <u>(1)</u>	A	\$ 29.7454	504,546.922	D
------------	---	-------------------------	---	---------------	-------------	---

Common  
Units  
Representing  
Limited  
Partnership  
Interests

01/20/2011	P	41,500	A	\$ 30.6634 <u>(2)</u>	596,046.922	D
------------	---	--------	---	-----------------------------	-------------	---

Common  
Units  
Representing  
Limited  
Partnership  
Interests

01/21/2011	P	33,500	A	\$ 30.9036 <u>(3)</u>	629,546.922	D
------------	---	--------	---	-----------------------------	-------------	---

Common  
Units  
Representing  
Limited  
Partnership  
Interests

01/24/2011	P	43,700	A	\$ 31.7604 <u>(4)</u>	673,246.922	D
------------	---	--------	---	-----------------------------	-------------	---

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRANE JAMES R 1201 LAKE ROBBINS DRIVE THE WOODLANDS, TX 77380		X		

## Signatures

/s/ Linda Mansker by power of atty. for James R.  
Crane

01/24/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This transaction is a broker assisted distribution reinvestment purchase.

This transaction was executed in multiple trades at prices ranging from \$30.45 to \$30.71. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of units and prices at which the transaction was effected.

(2) This transaction was executed in multiple trades at prices ranging from \$30.67 to \$30.99. The prices reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of units and prices at which the transaction was effected.

(3) This transaction was executed in multiple trades at prices ranging from \$31.30 to \$32.14. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of units and prices at which the transaction was effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.