

Western Gas Partners LP
Form 4
July 24, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
ANADARKO PETROLEUM CORP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1201 LAKE ROBBINS DR.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2009

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

THE WOODLANDS, TX 77380

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-------------------------------------|
| Common Units representing limited partner interests | 07/22/2009 | | P | 351,424 A | 8,633,746 ⁽¹⁾ / ₍₂₎ | I | See footnotes <u>(1)</u> <u>(2)</u> |

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

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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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ANADARKO PETROLEUM CORP 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380 | | X | | |
| WESTERN GAS RESOURCES INC 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380 | | X | | |
| WGR Holdings LLC 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380 | | X | | |

Signatures

/s/ Robert K. Reeves, Senior Vice President, General Counsel and Chief Administrative Officer of Anadarko Petroleum Corporation 07/24/2009
 __Signature of Reporting Person Date

/s/ Robert K. Reeves, Senior Vice President of Western Gas Resources, Inc. 07/24/2009
 __Signature of Reporting Person Date

/s/ Robert K. Reeves, Senior Vice President of WGR Holdings, LLC 07/24/2009
 __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) On July 22, 2009, in connection with the closing of the transactions contemplated by the Contribution Agreement (the "Contribution Agreement"), dated July 10, 2009, among Western Gas Resources, Inc. ("WGR"), WGR Asset Holding Company LLC, Anadarko Uintah Midstream, LLC, WGR Holdings, LLC ("WGR Holdings"), Western Gas Holdings, LLC (the "General Partner"), WES GP, Inc., Western

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Gas Partners, LP (the "Partnership"), Western Gas Operating, LLC and WGR Operating, LP, the Partnership acquired certain midstream assets for aggregate consideration of approximately \$107 million. The consideration consisted of \$101,450,500 in cash, 351,424 common units of the Partnership issued to WGR Holdings and 7,172 general partner units of the Partnership issued to the General Partner.

- (2) As of July 22, 2009, (i) WGR Holdings owns 99% of the membership interests in the General Partner, (ii) WGR owns all of the membership interests of WGR Holdings and (iii) Anadarko Petroleum Corporation ("Anadarko") owns all of the issued and outstanding shares of common stock of WGR. Accordingly, WGR and Anadarko may be deemed to be indirect beneficial owners of any securities held by WGR Holdings.

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.