

Western Gas Partners LP  
Form 4  
February 02, 2010

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ANADARKO PETROLEUM CORP**

(Last) (First) (Middle)

1201 LAKE ROBBINS DR.

(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)

01/29/2010

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

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

| 1. Title of<br>Security<br>(Instr. 3)                              | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Units<br>representing<br>limited<br>partner<br>interests | 01/29/2010                              |                                                             | P                                    | 620,689 A (1)                                                           | 9,254,435 (1)<br>(2)                                                                                               | I                                                                       | See<br>footnotes<br>(1) (2)                                       |

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  
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SEC 1474  
(9-02)

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

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

## Signatures

|                                                                                                                                    |            |
|------------------------------------------------------------------------------------------------------------------------------------|------------|
| /s/ Robert K. Reeves, Senior Vice President, General Counsel and Chief Administrative<br>Officer of Anadarko Petroleum Corporation | 02/02/2010 |
| __Signature of Reporting Person                                                                                                    | Date       |
| /s/ Robert K. Reeves, Senior Vice President of Western Gas Resources, Inc.                                                         | 02/02/2010 |
| __Signature of Reporting Person                                                                                                    | Date       |
| /s/ Robert K. Reeves, Senior Vice President of WGR Holdings, LLC                                                                   | 02/02/2010 |
| __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 January 29, 2010, in connection with the closing of the transactions contemplated by the Contribution Agreement (the "Contribution Agreement"), dated January 29, 2010, among Western Gas Resources, Inc. ("WGR"), WGR Asset Holding Company LLC, Mountain Gas Resources, 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 \$254.4 million. The consideration consisted of \$241,680,000 in cash, 620,689 common units of the Partnership issued to WGR Holdings and 12,667 general partner units of the Partnership issued to the General Partner.

- (2) As of January 29, 2010, (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.