

ANADARKO PETROLEUM CORP
 Form 4
 March 04, 2019

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 Midstream Operating, LP
 [NONE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1201 LAKE ROBBINS DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2019

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ 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 Indirect Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Units representing limited partner interests	02/28/2019		A		14,681,388	A	<u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Units representing limited partner interests	02/28/2019		A		45,760,201	A	<u>(3)</u> <u>(4)</u> <u>(5)</u>	See footnotes <u>(3)</u> <u>(4)</u> <u>(5)</u>

Common Units representing limited partner interests	02/28/2019	A	105,624,704	A	(3) (4) (5)	218,209,719	I	See footnotes (3) (4) (5)
Common Units representing limited partner interests	02/28/2019	D	218,209,719	D	(3) (4) (5)	0	I	See footnotes (3) (4) (5)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Class C units representing limited partner interests	(3) (4) (5)	02/28/2019		D	14,681,388	(3)(4)(5) (3)(4)(5)	Common units representing limited partner interests

Reporting Owners

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

Western Midstream Partners, LP
1201 LAKE ROBBINS DR. X
THE WOODLANDS, TX 77380

Western Gas Equity Holdings, LLC
1201 LAKE ROBBINS DR. X
THE WOODLANDS, TX 77380

Kerr-McGee Worldwide Corp
1201 LAKEROBBI NSDR. X
THE WOODLANDS, TX 77380

APC Midstream Holdings, LLC
1201 LAKE ROBBINS DR. X
THE WOODLANDS, TX 77380

Signatures

/s/ Philip H. Peacock, Authorized Signatory of Anadarko Petroleum Corporation	03/04/2019
__Signature of Reporting Person	Date
/s/ Philip H. Peacock, Authorized Signatory of Western Gas Resources, Inc.	03/04/2019
__Signature of Reporting Person	Date
s/ Philip H. Peacock, Senior Vice President, General Counsel and Corporate Secretary of the general Partner of Western Gas Equity Partners, LP	03/04/2019
__Signature of Reporting Person	Date
/s/ Philip H. Peacock, Senior Vice President, General Counsel and Corporate Secretary Western Gas Equity Holdings, LLC	03/04/2019
__Signature of Reporting Person	Date
/s/ Philip H. Peacock, Authorized Signatory for Kerr-McGee Worldwide Corporation	03/04/2019
__Signature of Reporting Person	Date
/s/ Philip H. Peacock, Authorized Signatory for APC Midstream Holdings, LLC	03/04/2019
__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).

On February 27, 2019, (i) Western Gas Equity Partners, LP ("WGP") owned 50,132,046 common units of Western Gas Partners, LP ("WES") and 100% of the membership interests in WES's general partner, Western Gas Holdings, LLC ("WES GP"), and APC Midstream Holdings, LLC ("AMH") owned 1,562,251 WES common units and 14,681,388 Class C units, (ii) Western Gas Resources, Inc. ("WGR") owned (A) all of the membership interests of WGP GP, the general partner of WGP, (B) 77.8% of the issued and outstanding limited partner interests in WGP, and (Z) 100% of the membership interests in AMH, (iii) WGP GP owns a 0% noneconomic general partner interest in WGP, and (iv) Anadarko Petroleum Corporation ("Anadarko") owned all of the issued and outstanding shares of common stock of WGR.

(Continued from Footnote 1) Accordingly, WGP GP, WGR and Anadarko may be deemed to be indirect beneficial owners of any securities held by WGP, and WGR and Anadarko may be deemed to be indirect beneficial owners of any securities held by AMH. Also

(2) prior to the Effective Time, (i) Kerr-McGee Worldwide Corporation ("KWC") owned 449,129 WES common units, (ii) Kerr-McGee Corporation ("KMG") owned 100% of KWC, and (iii) Anadarko owned 100% of KMG. Accordingly, KMG and Anadarko may be deemed to be indirect beneficial owners of any securities held by KWC.

(3) On February 28, 2019 (the "Effective Time"), WES and the other parties thereto consummated the transactions contemplated by the Contribution Agreement and Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 7, 2018, by and among WES, WES GP, WGP, WGP GP, Anadarko, Anadarko E&P Onshore LLC, Clarity Merger Sub, LLC and certain other affiliates of

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Anadarko and WES. Immediately prior to the Effective Time and as contemplated by the Merger Agreement, (i) affiliates of Anadarko contributed certain midstream assets to subsidiaries of WES in exchange for cash and 45,760,201 WES common units (the "Contribution"); (ii) all outstanding Class C Units were converted into WES common units on a one-for-one basis (the "Class C Unit Conversion"); and (iv) the incentive distribution rights ("IDRs") and 2,583,068 general partner units of WES held by WES GP were converted into 105,624,704 WES common units and a non-economic general partner interest in WES (the "IDR Conversion").

- (4) Upon the Effective Time and as contemplated by the Merger Agreement, (i) 39,384,917 of the 45,760,201 WES common units received as part of the Contribution were converted into WGP common units at a ratio of 1.406 WGP common units for every one WES Common Unit, (ii) all 14,681,388 WES common units issued as part of the Class C Conversion, as well as all other WES common units held by AMH and KWC, were converted into WGP common units at a ratio of 1.525 WGP common units for every WES common unit, (iii) WES common units held by WGP, including the units issued in the IDR Conversion and the remaining units issued as part of the Contribution, continued outstanding as privately held limited partner interests in WES.

- (5) (Continued from Footnote 4) Also following the Effective Time, (i) WES common units, which traded on the New York Stock Exchange ("NYSE") under the symbol "WES" through February 27, 2019, were delisted from the NYSE and ceased trading and (ii) WGP common units, which previously traded on the NYSE under the symbol "WGP" through February 27, 2019, began trading under the symbol "WES" on the NYSE beginning on February 28, 2019.

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

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