

Western Gas Equity Partners, LP
Form 4
June 17, 2015

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

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(Print or Type Responses)

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

2. Issuer Name **and** Ticker or Trading
Symbol
Western Gas Equity Partners, LP
[WGP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1201 LAKE ROBBINS DRIVE

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
06/16/2015

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

____ 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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Amount Number Shares	
Purchase Contract Obligation to Deliver Common Units	(1) (2)	06/16/2015	J		1,200,000		06/07/2018	06/07/2018	Common Units		1,0	

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		

Signatures

/s/ Anadarko Petroleum Corporation, by Philip H. Peacock as
attorney-in-fact

06/17/2015

__Signature of Reporting Person

Date

/s/ Western Gas Resources, Inc., by Philip H. Peacock as
attorney-in-fact

06/17/2015

__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 June 10, 2015, Anadarko Petroleum Corporation ("Anadarko") sold 8,000,000 7.5% Tangible Equity Units ("TEUs") at a price to the public of \$50.00 per TEU (\$48.50 per TEU, net of underwriting discounts). On June 16, 2015, Anadarko sold an additional 1,200,000 TEUs pursuant to the exercise of the underwriters' over-allotment option. Each TEU consists of (1) a prepaid equity purchase contract (each, a "Purchase Contract") under which the holder has purchased and Anadarko will agree to deliver on June 7, 2018 (subject to postponement or early settlement in certain circumstances), a number of the Issuer's Common Units, subject to Anadarko's right to elect to deliver shares of its common stock in lieu of such Common Units and (2) a senior amortizing note issued by Anadarko. A maximum of 7,903,720 Common Units may be issued upon settlement of the Purchase Contracts (Following the closing of the over-allotment issuance). (Continued in Footnote 2)

(2) Western Gas Resources, Inc. ("WGR") directly or indirectly owns 191,087,365 common units, representing an 87% limited partner interest in the Issuer, and 100% of the equity interests of Western Gas Equity Holdings, LLC, which holds a 0% noneconomic general partner interest in the Issuer. Anadarko owns all of the issued and outstanding shares of common stock of WGR. Accordingly, Anadarko may be deemed to be an indirect beneficial owner of any securities held by WGR.

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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