

Western Gas Partners LP  
Form 4  
June 11, 2008

**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

(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)  
06/11/2008

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 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)
Common Units representing limited partner interests	06/11/2008		A	V	\$ 5,725,431 (1) 16.5 (2)	I	See footnotes (1) and (2)

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

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SEC 1474 (9-02)



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("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.

In connection with the closing of the initial public offering of the Issuer (the "Offering"), the Issuer granted the underwriters a 30-day option to purchase up to an additional 2,812,500 Common Units. Pursuant to that certain Contribution Agreement, dated May 14, 2008, upon the earlier to occur of the expiration of the over-allotment option period or the exercise in full of the over-allotment option, WGR

- (2) Holdings was to be issued a number of additional Common Units equal to the excess, if any, of (x) 2,812,500 over (y) the aggregate number of Common Units, if any, actually purchased by the underwriters pursuant to the exercise of the over-allotment option. On June 11, 2008, the underwriters exercised the over-allotment option in an amount of 2,060,875 common units, and as such 751,625 Common Units were issued to 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.

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