

WESTERN GAS RESOURCES INC

Form 3/A

July 05, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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. Date of Event Requiring  
Statement(Month/Day/Year)  
06/22/2006

3. Issuer Name and Ticker or Trading Symbol

WESTERN GAS RESOURCES INC [WGR]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)

06/29/2006

6. Individual or Joint/Group

Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting  
Person\_\_\_\_ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

0 <sup>(1)</sup>I <sup>(1)</sup>See Footnote (1 & 2) <sup>(2)</sup>Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)  
Title4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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## Reporting Owners

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

## Signatures

/s/Charlene A. Ripley, Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer

07/05/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3 is being filed as a result of certain Voting Agreements covering 13,900,602 shares (the "Shares") of common stock of Western Gas Resources, Inc. ("Western Gas") entered into on June 22, 2006 between Anadarko Petroleum Corporation ("Anadarko") and each of Dean Phillips, Bill M. Sanderson and Mabeth Sanderson, Cedar Assets Trust, James A. Senty, Roswitha Stonehocker, Walter L. Stonehocker, Brion Wise, John F. Chandler, and Peter A. Dea as part of a proposed acquisition of Western Gas by Anadarko. The Shares include 749,464 shares that are issuable upon the exercise of outstanding stock options that are exercisable within 60 days of the date of the Voting Agreements.

(2) For additional information regarding the Voting Agreements and the acquisition of Western Gas by Anadarko, see the Schedule 13D filed by Anadarko with the Securities and Exchange Commission on June 29, 2006. Anadarko expressly disclaims any beneficial ownership of the Shares. Anadarko has no "pecuniary interest" in the Shares.

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.