

Kerr-McGee Worldwide Corp
Form 4
March 04, 2019

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 Midstream Partners, LP
[WES]

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 ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

THE WOODLANDS, TX 77380

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

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

(City) (State) (Zip)

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	(A) or (D)	Price			
Common Units representing limited partner interests	02/28/2019		A		80,817,456	A	<u>(1)</u> <u>(2)</u> <u>(3)</u>	251,197,501	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

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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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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		
APC Midstream Holdings, LLC 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380		X		
Anadarko E&P Onshore LLC 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380		X		
Kerr-McGee Worldwide Corp 1201 LAKEROBINS DR. THE WOODLANDS, TX 77380		X		

Signatures

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

03/04/2019

__Signature of Reporting Person

Date

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

03/04/2019

__Signature of Reporting Person

Date

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/s/ APC Midstream Holdings, LLC, by Philip H. Peacock as
attorney-in-fact

03/04/2019

__Signature of Reporting Person

Date

/s/ Anadarko E&P Onshore LLC, by Philip H. Peacock as
attorney-in-fact

03/04/2019

__Signature of Reporting Person

Date

/s/ Kerr-McGee Worldwide Corp, by Philip H. Peacock as
attorney-in-fact

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).

(1) On February 27, 2019, (i) Anadarko Petroleum Corporation ("Anadarko") directly or indirectly owned 170,380,045 common units, representing a 77.8% limited partner interest in Western Gas Equity Partners, LP ("WGP"), and 100% of the equity interests of Western Gas Equity Holdings, LLC ("WGP GP"), which holds a 0% noneconomic general partner interest in WGP.

(2) On February 28, 2019 (the "Effective Time"), WGP 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 Western Gas Partners, LP ("WES"), Western Gas Holdings, LLC ("WES GP"), WGP, WGP GP, Anadarko, Anadarko E&P Onshore LLC, Clarity Merger Sub, LLC and certain other affiliates of Anadarko and WES.

(3) Upon the Effective Time and as contemplated by the Merger Agreement, certain affiliates of Anadarko, specifically, Anadarko E&P Onshore LLC, ("AE&P") APC Midstream Holdings, LLC ("AMH"), WGR Asset Holding Company LLC (a wholly owned subsidiary of AMH, "WGRAH") and Kerr-McGee Worldwide Corporation ("KMW"), received an aggregate of 80,817,456 WGP common units as follows: 17,221,725 WGP common units to AE&P, 24,771,550 WGP common units to AMH, 39,139,260 WGP common units to WGRAH and 684,922 WGP common units to KMW. Also following the Effective Time, (i) Western Gas Equity Partners, LP changed its name to Western Midstream Partners, LP 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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