

Western Gas Partners LP
Form 4
November 18, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sinclair Donald R.

2. Issuer Name and Ticker or Trading Symbol
Western Gas 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)
11/14/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, President & Director

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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units Representing Limited Partnership Interests | 11/14/2014 | | M | 3,192 A | \$ 0 79,664 | D | |
| Common Units Representing Limited Partnership Interests | 11/14/2014 | | F | 873 D | \$ 69.98 78,791 | D | |

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| | | | | | | | | |
|--|------------|---|-------|---|-------------|--------|---|-------------------|
| Common Units Representing Limited Partnership Interests | 11/16/2014 | M | 4,398 | A | \$ 0 | 83,189 | D | |
| Common Units Representing Limited Partnership Interests | 11/16/2014 | F | 1,844 | D | \$ 69.98 | 81,345 | D | |
| Common Units Representing Limited Partnership Interests | | | | | | 29,500 | I | By Partnership |
| Common Units Representing Limited Partnership Interests | | | | | | 2,000 | I | By Trust |

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

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.

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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 (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. Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|---|--|---|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Phantom Units | <u>(1)</u> | 11/14/2014 | | M | 3,192 | <u>(2)</u> | <u>(2)</u> | Common Units | 3,192 |

| | | | | | | | | |
|---------------|-----|------------|---|-------|-----|-----|--|-------|
| Phantom Units | (1) | 11/16/2014 | M | 4,398 | (2) | (2) | Representing Limited Partnership Interests Common Units Representing Limited Partnership Interests | 4,398 |
|---------------|-----|------------|---|-------|-----|-----|--|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sinclair Donald R. 1201 LAKE ROBBINS DRIVE THE WOODLANDS, TX 77380 | X | | CEO, President & Director | |

Signatures

/s/ Anne V. Bruner by power of atty. for Donald R.
Sinclair

11/18/2014

__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) Each Phantom Unit is the economic equivalent of one WES Common Unit representing limited partnership interests, and upon vesting, entitled to receive a common unit.
- (2) The phantom units vest in three annual installments beginning one year after the date of grant.

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.