

Fink Benjamin Matthew
 Form 4
 March 04, 2019

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 *
 Fink Benjamin Matthew

2. Issuer Name and Ticker or Trading Symbol
 Western Midstream Operating, LP
 [NONE]

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 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

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 Ownership (Instr. 4) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Units Representing Limited Partnership Interests | 02/28/2019 | | D | 2,213 | D | <u>(1)</u> <u>(2)</u> | 0 | D |

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

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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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fink Benjamin Matthew 1201 LAKE ROBBINS DRIVE THE WOODLANDS, TX 77380 | X | | Chairman of the Board | |

Signatures

/s/ Philip H. Peacock by power of atty. for Benjamin M. Fink 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).
- Disposition in connection with the merger of a wholly owned subsidiary of Western Gas Equity Partners, LP ("WGP") with Western Gas Partners, LP ("WES"), with WES continuing as the surviving entity and becoming a wholly owned subsidiary of WGP (the "Merger").
- (1) On February 27, 2019, the last trading day for the WES common units, the closing price of WES's common units was \$49.55 per unit and the closing price of WGP's common units was \$32.72 per unit. Each WES common unit outstanding was converted into the right to receive 1.525 WGP common units.
- (2) (Continued from footnote 1) As part of the Merger, WES changed its name to "Western Midstream Operating, LP" and its common units, which previously traded on the New York Stock Stock Exchange ("NYSE") under the "WES" ticker symbol, ceased trading, and WGP changed its name to "Western Midstream Partners, LP" and its common units, which previously traded on the NYSE under the "WGP" ticker symbol, began trading on the NYSE under the "WES" ticker symbol when the market opened on Thursday, 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. 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.