SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB	APF	RO	VAL

OMB Number:	3235-0287
Estimated average bur	rden
hours per response:	0.5

to Sec obligat	this box if no lettion 16. Form 4 tions may conti tions 1(b).	or Form 5	STATEME	d pursua	ant to	o Secti	on 16(a) of th	e Secur	ities Exc	hange	e Act o	of 1934	RSHIP		OMB Num Estimated hours per i	avera	ge burdei	235-0287 n 0.5
1. Name and Address of Reporting Person* <u>OCCIDENTAL PETROLEUM CORP</u> / <u>DE/</u>										Check all app) Direc	X 10% Owner		ner						
(Last)	(Fi NWAY PL/	, , ,	Middle)	3. Da			est Tran	sactio	n (Mont	h/Day/Y	ear)			Officer (give title Other (specify below) below)					pecny
SUITE 1	110										6. Individual or Joint/Group Filing (Check Applicable Line)								
(Street) HOUST	(Street) HOUSTON TX 77046												Form filed by One Reporting Person X Form filed by More than One Reporting Person						
(City)	(St	ate) (Zip)	-															
		Table	e I - Non-Deriv	ative S	Sec	uriti	es Ac	quire	ed, Di	spose	d of,	or E	Benefi	cially Own	ed				
1. Title of	Security (Ins	tr. 3)	2. Transaction Date (Month/Day/Year)	2A. Dee Executi if any (Month/	on D	ate,	3. Transa Code (8)		4. Sec Dispos	urities A sed Of (D	cquired) (Insti	d (A) o r. 3, 4 a	or and 5)	5. Amount of Securities Beneficially Owned Following Indirect (I) Securities Covnership Form: Direct (D) or Following			Beneficial		
							Code	v	Amou	nt	(A) or (D)	Prie	ce	Reported Transaction(s (Instr. 3 and 4	(Instr. 4)				
	ON UNITS R INTERE		03/25/2021				S ⁽¹⁾		11,50	0,000	D	\$ <mark>1</mark>	7.25 ⁽¹⁾	¹⁾ 202,781,578		I		See Footnotes ⁽²⁾⁽³⁾⁽⁴	
		Та	ble II - Derivat. (e.g., p												d				
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. Transa Code (8)		n of De Se Ac (A) Di of (In	Number courities quired) or sposed (D) str. 3, 4 d 5)	Exp	ate Exer iration I nth/Day			7. Titl Amou Secur Unde Deriv Secur 3 and	unt of rities rlying ative rity (Instr	Derivative do Security Si (Instr. 5) B Str. R Ti		Securities F Beneficially D Dwned o		nership m: ect (D) ndirect nstr. 4)	11. Nature of Indirect Beneficial Ownershi (Instr. 4)
				Code	v	(A)) (D)	Date Exe	e rcisable	Expira Date		Title	Amoun or Numbe of Shares	r					
		f Reporting Person [*] PETROLEU	* M CORP /DI	<u>E/</u>															
(Last) 5 GREE SUITE 1	NWAY PLA	(First) AZA	(Middle)																
(Street) HOUST	ON	тх	77046																
(City)		(State)	(Zip)																
	nd Address of J <mark>SA INC</mark>	f Reporting Person	*																
(Last) 5 GREE SUITE 1	NWAY PLA	(First) AZA	(Middle)																
(Street) HOUST	ON	ТХ	77046																
(City)		(State)	(Zip)																
		f Reporting Person [*] 11an Manager																	

(Middle)

(Last)

(First)

5 GREENWAY PLAZA, SUITE 110								
(Street) HOUSTON	TX	77046						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] OXY Oil Partners, Inc.								
(Last) 5 GREENWAY P	(First) LAZA, SUITE 110	(Middle)						
(Street) HOUSTON	ТХ	77046						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] Baseball Merger Sub 2, Inc.								
(Last) 5 GREENWAY P	(First) LAZA, SUITE 110	(Middle)						
(Street) HOUSTON	ТХ	77046						
(City)	(State)	(Zip)						
	of Reporting Person [*]	CORP						
(Last) 1201 LAKE ROB	(First) BINS DRIVE	(Middle)						
(Street) THE WOODLANDS	тх	77380-1046						
(City)	(State)	(Zip)						

Explanation of Responses:

1. On March 22, 2021, Western Midstream Partners, LP (the "Issuer"), Western Midstream Holdings, LLC, WGR Asset Holding Company LLC ("WGRAH") and BofA Securities, Inc., as underwriter (the "Underwriter"), entered into an underwriting agreement pursuant to which WGRAH agreed to sell to the Underwriter, and the Underwriter agreed to purchase from WGRAH, subject to and upon the terms and conditions set forth therein, up to 11,500,000 common units representing limited partner interests in the Issuer (the "Common Units") at a price of \$17.25 per Common Unit. WGRAH completed the sale of 11,500,000 Common Units to the Underwriter on March 25, 2021.

2. Following the transaction reported herein, Western Gas Resources, Inc. ("WGR") holds 161,319,520 Common Units, WGRAH holds 26,639,260 Common Units, APC Midstream Holdings, LLC ("APCMH") holds 457,849 Common Units and Anadarko USH1 Corporation ("Anadarko USH1") holds 14,364,949 Common Units. WGR also is the sole member of Western Midstream Holdings, LLC, the 2% economic general partner of the Issuer.

3. Oxy USA Inc. ("Oxy USA") is a wholly owned subsidiary of Occidental Petroleum Corporation ("Occidental"). Oxy USA owns 100% of the outstanding membership interests of Occidental Permian Manager LLC ("OPM") and 100% of the common stock of OXY Oil Partners, Inc. ("OOP"). OOP, OPM and Oxy USA together own 100% of the membership interests of New OPL, LLC ("OPL"). OPL owns 100% of the outstanding common stock of Baseball Merger Sub 2, Inc. ("BMS").

4. Anadarko Petroleum Corporation ("APC") is a wholly owned subsidiary of BMS. APC owns (i) 100% of Anadarko Holding Company ("AHC") and (ii) indirectly, 100% of the common stock of WGR and Kerr-McGee Corporation ("KMG"). WGR is the sole member of APCMH and APCMH is the sole member of WGRAH. KMG and AHC together own 100% of the common stock of Kerr-McGee Worldwide Corporation ("KMWW"), and APC and KMWW together indirectly own 100% of the common stock of Anadarko USH1. Accordingly, Oxy USA, OPM, OOP, OPL, BMS, APC, AHC, WGR, Anadarko USH1, KMG, APCMH, WGRAH and KMWW are all direct or indirect wholly owned subsidiaries of Occidental.

Remarks:

Due to the limitations of the U.S. Securities and Exchange Commission's electronic filing system, each of Occidental, WGR, Anadarko USH1, KMG, APCMH, KMWW and WGRAH are concurrently filing a Form 4 to report the transaction disclosed herein.

<u>/s/ Nicole E. Clark of Oxy</u> <u>USA Inc.</u>	<u>03/29/2021</u>
<u>/s/ Nicole E. Clark of</u> Occidental Permian Manager LLC	<u>03/29/2021</u>
<u>/s/ Nicole E. Clark of OXY</u> <u>Oil Partners, Inc.</u>	<u>03/29/2021</u>
<u>/s/ Nicole E. Clark of New</u> <u>OPL LLC</u>	<u>03/29/2021</u>
/s/ Nicole E. Clark of Baseball Merger Sub 2, Inc.	<u>03/29/2021</u>
<u>/s/ Nicole E. Clark of</u> <u>Anadarko Petroleum</u> <u>Corporation</u>	<u>03/29/2021</u>
<u>/s/ Nicole E. Clark of</u> <u>Anadarko Holding Company</u>	<u>03/29/2021</u>

/s/ Nicole E. Clark of Occidental Petroleum Corporation

** Signature of Reporting Person

03/29/2021

Date

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

 \ast 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.