

ANADARKO PETROLEUM CORP
 Form 4
 November 09, 2015

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 *
 DANIELS ROBERT P

(Last) (First) (Middle)

ANADARKO PETROLEUM CORPORATION, 1201 LAKE ROBBINS DRIVE

(Street)

WOODLANDS, TX 77380

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ANADARKO PETROLEUM CORP [APC]

3. Date of Earliest Transaction (Month/Day/Year)
 11/05/2015

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, Intl./Deepwater Expl.

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 11/05/2015 | | M | | 6,642 | A | \$ 0 29,495 | D |
| Common Stock | 11/05/2015 | | F | | 2,786 | D | \$ 70.1 26,709 | D |
| Common Stock | 11/06/2015 | | M | | 4,075 | A | \$ 0 30,897 | D |
| Common Stock | 11/06/2015 | | F | | 1,709 | D | \$ 68.6 29,188 | D |
| | 11/06/2015 | | M | | 4,017 | A | \$ 0 33,262 | D |

Common
Stock

Common Stock 11/06/2015 F 1,685 D \$ 68.6 31,611 D ⁽¹⁾

Common Stock 9,308 I 401 (k) Plan

Common Stock 63,766 I By Family Limited Partnership

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

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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. Pr Deriv Secur (Instr | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(2)</u> | 11/05/2015 | | M | 6,642 | <u>(3)</u> | <u>(3)</u> | Common Stock | 6,642 |
| Restricted Stock Units | <u>(2)</u> | 11/06/2015 | | M | 4,075 | <u>(3)</u> | <u>(3)</u> | Common Stock | 4,075 |
| Restricted Stock Units | <u>(2)</u> | 11/06/2015 | | M | 4,017 | <u>(3)</u> | <u>(3)</u> | Common Stock | 4,017 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DANIELS ROBERT P
ANADARKO PETROLEUM CORPORATION
1201 LAKE ROBBINS DRIVE
WOODLANDS, TX 77380

EVP, Intl./Deepwater Expl.

Signatures

/s/ Anne V. Bruner by power of atty. for Robert P.
Daniels

11/09/2015

__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) Includes 204 shares of common stock acquired as a result of dividend equivalents with respect to restricted stock units. The dividend equivalents were accrued and reinvested in shares of the Company's common stock and paid upon vesting of the underlying award.
- (2) Each restricted stock unit represents a contingent right to receive one share of APC common stock.
- (3) The restricted stock 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.
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