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ANADARKO PETROLEUM CORP

Form 4						
December 03, 201	10					
FORM 4	OMB APPROVAL					
Check this box	UNITED	STATES	SECURITIES AND EXCHANGE C Washington, D.C. 20549	COMMISSION	OMB Number:	3235-0287
if no longer	~	Expires:	ırs per			
subject to Section 16. Form 4 or	STATE	Estimated av burden hours response				
Form 5	_	(a) of the	Section 16(a) of the Securities Exchange Public Utility Holding Company Act of of the Investment Company Act of 194	1935 or Section	•	0.3
(Print or Type Respon	ises)					
1. Name and Address BUTLER JOHN	•	g Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			ANADARKO PETROLEUM CORP [APC]	(Check	all applicable)	
(Last) (l	First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director Officer (give to	itleOther	Owner (specify
ANADARKO PE CORPORATION ROBBINS DRIV	I, 1201 LA		12/01/2010	below)	below)	
(5	Street)		4. If Amendment, Date Original	6. Individual or Joi	nt/Group Filing	g(Check

THE	$W \cap ODI$	ANDC	TX 77380

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi oner Dispo (Instr. 3,	sed of 4 and (A) or	` ′	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 Stock	12/01/2010		M	2,000	A	\$ 21.13	81,126	D	
Common Stock	12/01/2010		S	2,000	D	\$ 67.3298 (1)	79,126	D	
Common Stock							6,148	I	Trustee

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

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

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SEC 1474 (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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 21.13	12/01/2010		M		2,000	07/29/2004	07/29/2012	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BUTLER JOHN R JR ANADARKO PETROLEUM CORPORATION 1201 LAKE ROBBINS DRIVE THE WOODLANDS, TX 77380

X

Signatures

/s/ Linda Mansker by power of atty. for John R. Butler, Jr.

12/03/2010

**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).
- This transaction was executed in multiple prices ranging from \$67.32 to \$67.344. The price reported above reflects the weighted average (1) sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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

Reporting Owners 2

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