Edgar Filing: WALKER R A - Form 4

WALKER R	R A										
Form 4 December 0.	3, 2010										
FORM									OMB AF	PPROVAL	
		SECURITIES AND EXCHANGE COM Washington, D.C. 20549					OMB Number:	3235-0287			
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont See Instru 1(b).	ger 50 16. 57 Filed p ^{ns} 5ection 1	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								January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> WALKER R A			2. Issuer Name and Ticker or Trading Symbol ANADARKO PETROLEUM CORP [APC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) ANADARKO PETROLEUM CORPORATION, 1201 LAKE ROBBINS DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 12/01/2010					Director 10% Owner X Officer (give title Other (specify below) Delow) President & COO			
				ndment, Da hth/Day/Year)	-	l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Aca	uired, Disposed of	or Beneficial	lv Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Dat		med on Date, if	3. 4. Securities Acquired rate, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of	
Common	12/01/2010			Code V M	Amount 9,933	(D) A	Price \$ 0	(Instr. 3 and 4) 77,489	D		
Stock	12/01/2010			171	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	11	ψυ	//,+0)	D		
Common Stock	12/01/2010			F	3,620	D	\$ 67.28	73,869	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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	f Derivative Expiration Date ecurities (Month/Day/Year) Acquired A) or Disposed of D) Instr. 3, 4,		Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	12/01/2010		М	9,933	(2)	(2)	Common Stock	9,933	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
r g a a a a a a a a	Director	10% Owner	Officer	Other		
WALKER R A ANADARKO PETROLEUM CORPORATION 1201 LAKE ROBBINS DRIVE THE WOODLANDS, TX 77380			President & COO			
Signatures						
/s/ Linda Mansker by power of atty. for R. A. Walker		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).
- (1) Each restricted stock unit represents a contingent right to receive one share of APC common stock.
- (2) The restricted stock units vest in three annual installments beginning one year after the date of the 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.