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ANADARKO PETROLEUM CORP

Form 4

December 06, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and A REEVES RO	2. Issuer Name and Ticker or Trading Symbol ANADARKO PETROLEUM CORP [APC]					_	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	(First) Ο PETROLEU ΓΙΟΝ, 1201 LA DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 12/03/2010						Director 10% OwnerX_ Officer (give title Other (specify below) below) SVP, General Counsel & CAO				
THE WOOL	(Street) 4. If Amen Filed(Mont DODLANDS, TX 77380						l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially									l O o-l		
		•		e 1 - No 3.	n-D			-	, <u>-</u>		•	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	ion Date 2A. Deemed y/Year) Execution Date, any (Month/Day/Yea			4. Securities Acquired asaction(A) or Disposed of (D) e (Instr. 3, 4 and 5) tr. 8) (A) or le V Amount (D) Price			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) Owne		
Common Stock	12/03/2010			M	v	5,600	A	\$ 0	80,875	D		
Common Stock	12/03/2010			F		2,041	D	\$ 69.08	78,834	D		
Common Stock									2,275	I	401(k) Plan	

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)	4. Transactic Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Property Security (Institute of Security)
			Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	12/03/2010	M	5,600	(2)	(2)	Common Stock	5,600	:

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

REEVES ROBERT K ANADARKO PETROLEUM CORPORATION 1201 LAKE ROBBINS DRIVE THE WOODLANDS, TX 77380

SVP, General Counsel & CAO

Signatures

/s/ Linda Mansker by power of atty. for Robert K. Reeves

12/06/2010

**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 equal 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. 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.

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