

DANIELS ROBERT P
Form 4
November 13, 2012

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

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)
11/08/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Intl./Deepwater Expl.

(Street)

WOODLANDS, TX 77380

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/08/2012		M	5,559	A \$ 0	37,514	D
Common Stock	11/08/2012		F	2,026	D \$ 69.64	35,488	D
Common Stock	11/09/2012		M	12,115	A \$ 0	47,603	D
Common Stock	11/09/2012		F	4,414	D \$ 70.65	43,189	D
	11/10/2012		M	34,640	A \$ 0	77,829	D

Common Stock								
Common Stock	11/10/2012		F	12,626	D	\$ 70.65	65,203	D
Common Stock	11/10/2012		J	<u>1,437</u> (1)	D	\$ 0	63,766	D
Common Stock							9,083	I
								401 (k) Plan

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. Amount or Number of Shares
Restricted Stock Units	(2)	11/08/2012		M	5,559	(3) (3)	Common Stock	5,559
Restricted Stock Units	(2)	11/09/2012		M	12,115	(3) (3)	Common Stock	12,115
Restricted Stock Units	(2)	11/10/2012		M	34,640	(4) (4)	Common Stock	34,640

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DANIELS ROBERT P
ANADARKO PETROLEUM CORPORATION
1201 LAKE ROBBINS DRIVE

SVP, Intl./Deepwater Expl.

WOODLANDS, TX 77380

Signatures

/s/ Linda Mansker by power of atty. for Robert P.
Daniels

11/13/2012

__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) The reporting person had previously transferred economic interest in these restricted stock units to his ex-wife pursuant to a divorce decree. This report reflects the vesting of those units and applicable share withholding to satisfy applicable taxes.
 - (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.
 - (4) The restricted stock units vest 10% one year after the date of grant, an additional 10% two years after the date of grant and the remaining 80% three years 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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