

Meloy Charles Alvin  
 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 \*  
 Meloy Charles Alvin

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)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/08/2012

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 SVP, U.S. Onshore Expl./Prod.

ANADARKO PETROLEUM CORPORATION, 1201 LAKE ROBBINS DRIVE

(Street)

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

THE WOODLANDS, TX 77380

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/08/2012		M		5,559 A \$ 0	72,083	D
Common Stock	11/08/2012		F		2,026 D \$ 69.64	70,057	D
Common Stock	11/09/2012		M		6,853 A \$ 0	76,910	D
Common Stock	11/09/2012		F		2,497 D \$ 70.65	74,413	D
	11/10/2012		M		34,640 A \$ 0	109,053	D

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Common Stock									
Common Stock	11/10/2012		F	12,626	D	\$ 70.65	96,427	D	
Common Stock							200	I	By Daughter <u>(1)</u>
Common Stock							93	I	By Son <u>(1)</u>

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(2)</u>	11/08/2012		M	5,559	<u>(3)</u>	<u>(3)</u>	Common Stock	5,559
Restricted Stock Units	<u>(2)</u>	11/09/2012		M	6,853	<u>(3)</u>	<u>(3)</u>	Common Stock	6,853
Restricted Stock Units	<u>(2)</u>	11/10/2012		M	34,640	<u>(4)</u>	<u>(4)</u>	Common Stock	34,640

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meloy Charles Alvin ANADARKO PETROLEUM CORPORATION			SVP, U.S. Onshore Expl./Prod.	

1201 LAKE ROBBINS DRIVE  
THE WOODLANDS, TX 77380

## Signatures

/s/ Linda Mansker by power of atty. for Charles A.  
Meloy

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 disclaims beneficial ownership to these shares.
- (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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