

ANADARKO PETROLEUM CORP  
Form 8-K  
May 21, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 15, 2012

**Anadarko Petroleum Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction

of Incorporation)

**1-8968**  
(Commission

File Number)

**76-0146568**  
(IRS Employer

Identification No.)

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**1201 Lake Robbins Drive**

**The Woodlands, Texas 77380-1046**

(Address of principal executive offices including Zip Code)

**Registrant's telephone number, including area code: (832) 636-1000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The proposals voted upon at the 2012 Annual Meeting and the final voting results are indicated below. For additional information on these proposals, please see the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 23, 2012.

1. Each of the twelve nominees for director was elected to serve a one-year term expiring at the 2013 Annual Meeting of Stockholders. Votes regarding the persons elected as directors were as follows:

| Nominee               | For         | Against    | Abstain   | Broker<br>Non-Votes |
|-----------------------|-------------|------------|-----------|---------------------|
| Kevin P. Chilton      | 377,287,647 | 609,210    | 1,500,216 | 39,319,127          |
| Luke R. Corbett       | 377,109,691 | 1,447,535  | 839,847   | 39,319,127          |
| H. Paulett Eberhart   | 371,482,431 | 6,424,201  | 1,490,441 | 39,319,127          |
| Peter J. Fluor        | 352,822,863 | 25,721,649 | 852,561   | 39,319,127          |
| Richard L. George     | 377,581,843 | 1,168,001  | 647,229   | 39,319,127          |
| Preston M. Geren III  | 371,241,017 | 7,309,087  | 846,969   | 39,319,127          |
| Charles W. Goodyear   | 378,120,340 | 634,597    | 642,136   | 39,319,127          |
| John R. Gordon        | 368,190,568 | 9,950,279  | 1,256,226 | 39,319,127          |
| James T. Hackett      | 373,390,283 | 5,172,106  | 834,684   | 39,319,127          |
| Eric D. Mullins       | 378,108,836 | 642,450    | 645,787   | 39,319,127          |
| Paula Rospot Reynolds | 374,027,883 | 4,518,271  | 850,919   | 39,319,127          |
| R. A. Walker          | 374,392,261 | 4,275,912  | 728,900   | 39,319,127          |

2. The appointment of KPMG LLP as the Company's independent auditor for 2012 was ratified. The voting results were as follows:

| For         | Against   | Abstain | Broker<br>Non-Votes |
|-------------|-----------|---------|---------------------|
| 413,217,811 | 4,875,163 | 623,226 |                     |

3. The stockholders approved the Company's 2012 Omnibus Incentive Compensation Plan. The voting results were as follows:

| For         | Against    | Abstain   | Broker<br>Non-Votes |
|-------------|------------|-----------|---------------------|
| 339,683,956 | 38,252,927 | 1,460,190 | 39,319,127          |

4. The stockholders approved, on an advisory basis, the compensation for the Company's named executive officers. The voting results were as follows:

|             |            |           |                     |
|-------------|------------|-----------|---------------------|
| For         | Against    | Abstain   | Broker<br>Non-Votes |
| 324,731,209 | 49,397,028 | 5,268,836 | 39,319,127          |

5. A stockholder proposal regarding adoption of a policy providing that the Chairman of the Board be an independent director did not pass. The voting results were as follows:

|             |             |         |                     |
|-------------|-------------|---------|---------------------|
| For         | Against     | Abstain | Broker<br>Non-Votes |
| 149,388,168 | 229,056,485 | 952,420 | 39,319,127          |

6. A stockholder proposal regarding an amendment to the Company's Non-Discrimination Policy did not pass. The voting results were as follows:

|             |             |            |                     |
|-------------|-------------|------------|---------------------|
| For         | Against     | Abstain    | Broker<br>Non-Votes |
| 132,930,738 | 174,636,030 | 71,830,305 | 39,319,127          |

7. A stockholder proposal regarding adoption of a policy on accelerated vesting of equity awards did not pass. The voting results were as follows:

|             |             |           |                     |
|-------------|-------------|-----------|---------------------|
| For         | Against     | Abstain   | Broker<br>Non-Votes |
| 155,975,940 | 221,636,505 | 1,784,628 | 39,319,127          |

8. A stockholder proposal regarding a report on political contributions did not pass. The voting results were as follows:

|             |             |            |                     |
|-------------|-------------|------------|---------------------|
| For         | Against     | Abstain    | Broker<br>Non-Votes |
| 138,210,073 | 158,245,902 | 82,941,098 | 39,319,127          |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ANADARKO PETROLEUM CORPORATION**

(Registrant)

May 21, 2012

By: /s/ Robert K. Reeves  
Robert K. Reeves  
Senior Vice President, General Counsel  
  
and Chief Administrative Officer