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ANADARKO PETROLEUM CORP
Form S-3MEF
March 05, 2002

As filed with the Securities and Exchange Commission on March 5, 2002
Registration No. 333-

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

FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ANADARKO PETROLEUM CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

76-0146568
(I.R.S. Employer
Identification No.)

17001 NORTHCHASE DRIVE
HOUSTON, TEXAS 77060-2141
(281) 875-1101
(Address, including zip code, and
telephone number, including area code, of
registrant's principal executive offices)

SUZANNE SUTER
17001 NORTHCHASE DRIVE
HOUSTON, TEXAS 77060-2141
(281) 875-1101
(Name, address, including zip code, and
telephone number, including area code, of
agent for service)

Copies to:

ANDREWS & KURTH L.L.P.
600 TRAVIS, SUITE 4200
HOUSTON, TEXAS 77002
(713) 220-4200
ATTN: G. MICHAEL O'LEARY

HUGHES HUBBARD & REED LLP
ONE BATTERY PARK PLAZA
NEW YORK, NEW YORK 10004
(212) 837-6000
ATTN: EDWARD S. DAVIS

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest

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reinvestment plans, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering. [X] 333-55964

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

 CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER UNIT (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)
Debt Securities.....	\$50,000,000	100%	\$50,000,000

- (1) Such amount in U.S. dollars or the equivalent thereof in foreign currencies as shall result in an aggregate initial public offering price for all securities of \$50,000,000.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o).
- (3) The fee of \$4,600 was calculated pursuant to Rule 457(o) by multiplying the \$50,000,000 increase in the maximum aggregate offering price by the current SEC fee.

THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462 (b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

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EXPLANATORY NOTE

This registration statement is being filed with respect to the registration of additional Debt Securities of Anadarko Petroleum Corporation, a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the registration statement on Form S-3 (Registration No. 333-55964) filed by Anadarko Petroleum Corporation with the Securities and Exchange Commission on February 21, 2001, as amended by Amendment No. 1 thereto filed on February 27, 2001 and Amendment No. 2 thereto filed on March 13, 2001 which was declared effective on March 13, 2001, including the exhibits thereto, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached

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hereto and filed herewith.

CERTIFICATION

Anadarko Petroleum Corporation hereby certifies to the Securities and Exchange Commission that on March 5, 2002, Anadarko Petroleum Corporation has instructed its bank to wire transfer to the Securities and Exchange Commission the requisite filing fee of \$4,600 for the additional securities being registered hereby; that it will not revoke such instructions; and that it has sufficient funds in the account from which the wire transfer will originate to cover the amount of the filing fee.

Anadarko Petroleum Corporation hereby undertakes to confirm on March 6, 2002, that its bank has received such instructions.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on March 5, 2002.

ANADARKO PETROLEUM CORPORATION

By: /s/ JOHN N. SEITZ

Name: John N. Seitz
Title: Chief Executive Officer and
President

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, AS AMENDED, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BELOW BY THE FOLLOWING PERSONS IN THE CAPACITIES INDICATED ON MARCH 5, 2002.

SIGNATURE

TITLE

(i) Principal Executive Officers:

/s/ JOHN N. SEITZ

John N. Seitz

Chief Executive Officer and President

(ii) Principal Financial Officer:

*

Michael E. Rose

Executive Vice President, Finance and
Chief Financial Officer

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(iii) Principal Accounting Officer:

*

Vice President and Controller

James R. Larson

(iv) Directors:

*

Robert J. Allison, Jr.

*

Conrad P. Albert

*

Larry Barcus

*

Ronald Brown

*

James L. Bryan

*

John R. Butler, Jr.

*

Preston M. Geren, III

*

John R. Gordon

*

George Lindahl III

*

John W. Poduska, Sr.

*

Jeff D. Sandefer

*

John N. Seitz

*By: /s/ SUZANNE SUTER

Suzanne Suter
Attorney-in-fact

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INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
5 -	(a) Opinion of Counsel to the Company
23 -	(a) Consent of Counsel to the Company (included in Exhibit 5(a))
	(b) Consent of KPMG LLP
	(c) Consent of Arthur Andersen LLP - Fort Worth, Texas; Awareness Letter of Arthur Andersen LLP
	(d) Consent of Deloitte & Touche LLP
24 -	(a) Power of Attorney*

* Incorporated by reference to the like number exhibit filed with the registrant's registration statement on Form S-1 (Registration No. 333-55964).