Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

WALKER R A Form 4

November 07, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

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(b).

1. Name and Address of Reporting Person * WALKER R A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

_X__ Director

ANADARKO PETROLEUM CORP

[APC]

11/05/2012

(Check all applicable)

President & CEO

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X_ Officer (give title below)

10% Owner Other (specify

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

THE WOODLANDS, TX 77380

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Transactionr Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect (Instr. 4) Following Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Common 11/06/2012 141,511 D M 22,800 Stock 43.555 Common 11/06/2012 F 16.950 D \$ 73.04 124.561 D Stock

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number or Derivative Acquired (A Disposed of (Instr. 3, 4,	Securities A) or f (D)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Non Qualified Stock Option (Right to Buy)	\$ 70.7	11/05/2012		A	169,600		<u>(1)</u>	11/05/2019	Non Qualified Stock Option (Right to Buy)	16
Restricted Stock Units	<u>(2)</u>	11/05/2012		A	54,456		(3)	(3)	Common Stock	54
Non Qualified Stock Option (Right to Buy)	\$ 43.555	11/06/2012		M		22,800	<u>(4)</u>	11/15/2012	Common Stock	2:

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WALKER R A ANADARKO PETROLEUM CORPORATION 1201 LAKE ROBBINS DRIVE THE WOODLANDS, TX 77380	X		President & CEO			
O : .						

Signatures

/s/ Linda Mansker by power of atty. for R. A. Walker 11/07/2012

**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 option is exercisable in three annual installments beginning one year after the date of grant.
- (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.

Reporting Owners 2

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(4) This option is exercisable in 3 annual installments 1 year from 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.