

ANADARKO PETROLEUM CORP  
 Form 4  
 June 10, 2014

**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 \*  
 Douglas Margaret C.

2. Issuer Name and Ticker or Trading Symbol  
 ANADARKO PETROLEUM CORP  
 [APC]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 SVP, Chief Accounting Officer

(Last) (First) (Middle)  
 ANADARKO PETROLEUM CORPORATION, 1201 LAKE ROBBINS DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/10/2014

THE WOODLANDS, TX 77380  
 (City) (State) (Zip)

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

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/10/2014		M		13,712	A	\$ 63.34
Common Stock	06/10/2014		M		11,200	A	\$ 65.44
Common Stock	06/10/2014		M		5,825	A	\$ 65.99
Common Stock	06/10/2014		S		30,737	D	\$ 103.891
							(1)

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Common Stock 9,006 I 401(k) Plan

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. 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)	Amount or Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 63.34	06/10/2014		M	13,712	<sup>(2)</sup> 11/09/2017	Common Stock	13,712
Non Qualified Stock Option (Right to Buy)	\$ 65.44	06/10/2014		M	11,200	<sup>(2)</sup> 11/10/2016	Common Stock	11,200
Non Qualified Stock Option (Right to Buy)	\$ 65.99	06/10/2014		M	5,825	<sup>(2)</sup> 03/13/2015	Common Stock	5,825

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
SVP, Chief Accounting Officer

Douglas Margaret C.  
ANADARKO PETROLEUM CORPORATION  
1201 LAKE ROBBINS DRIVE  
THE WOODLANDS, TX 77380

## Signatures

/s/ Linda Mansker by power of atty. for Margaret C.  
Douglas

06/10/2014

\_\_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).

- This transaction was executed in multiple trades from \$103.80 to \$103.96. The price reported above reflects the weighted average sale
- (1) price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
  - (2) The option is exercisable in three annual installments beginning one year 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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