

Holly Bradley J
 Form 4
 October 05, 2017

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 *
 Holly Bradley J

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)
 ANADARKO PETROLEUM CORPORATION, 1201 LAKE ROBBINS DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/03/2017

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 EVP

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/03/2017		M		1,604	A	\$ 0
Common Stock	10/03/2017		M		4,372	A	\$ 0
Common Stock	10/03/2017		M		9,294	A	\$ 0
Common Stock	10/03/2017		M		16,163	A	\$ 0
							45,768 ⁽¹⁾
							1,635
						I	401(k)

Common
Stock

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>	10/03/2017		M	1,604	<u>(3)</u>	<u>(3)</u>	Common Stock	1,604
Restricted Stock Units	<u>(2)</u>	10/03/2017		M	4,372	<u>(3)</u>	<u>(3)</u>	Common Stock	4,372
Restricted Stock Units	<u>(2)</u>	10/03/2017		M	9,294	<u>(3)</u>	<u>(3)</u>	Common Stock	9,294
Restricted Stock Units	<u>(2)</u>	10/03/2017		M	16,163	<u>(4)</u>	<u>(4)</u>	Common Stock	16,163

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Holly Bradley J
ANADARKO PETROLEUM CORPORATION
1201 LAKE ROBBINS DRIVE
THE WOODLANDS, TX 77380

EVP

Signatures

/s/ Courtney H. Landry by power of atty. for Bradley J.
Holly

10/05/2017

__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) Includes 187 shares of common stock acquired as a result of dividend equivalents with respect to restricted stock units. The dividend equivalents were accrued and reinvested in shares of the Company's common stock and paid upon vesting of the underlying award.
- (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 four 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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