Edgar Filing: ANADARKO PETROLEUM CORP - Form 4

ANADARKO PETROLEUM CORP

Form 4 October 01, 2008

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BRYAN JAMES L**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

ANADARKO PETROLEUM CORP

(Check all applicable)

[APC]

10/01/2008

(Middle)

(Zip)

(Last)

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

X_ Director Officer (give title

10% Owner Other (specify

ANADARKO PETROLEUM CORPORATION, 1201 LAKE ROBBINS DR.

(Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

Issuer

THE WOODLANDS, TX 77380

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

(Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned **Following**

Reported

Ownership Form: Direct (D) or Indirect

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

(A) or Amount

(D) Price Transaction(s) (Instr. 4)

(Instr. 3 and 4)

Common Stock

10/01/2008

M

Code V

10,000

16.2344

38,656 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Secur
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 16.2344	10/01/2008		M	10,000	07/14/2000	10/29/2008	Common Stock	10

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BRYAN JAMES L

ANADARKO PETROLEUM CORPORATION 1201 LAKE ROBBINS DR.

THE WOODLANDS, TX 77380

Signatures

Linda Mansker by power of atty. for James L.
Bryan

10/01/2008

**Signature of Reporting Person

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).

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.

Date

Reporting Owners 2