

ALLISON ROBERT J JR  
 Form 5  
 February 04, 2011

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 ALLISON ROBERT J JR

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2010

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

ANADARKO PETROLEUM CORPORATION, 1201 LAKE ROBBINS DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

THE WOODLANDS, TX 77380

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/29/2010	^	J <sup>(1)</sup>	128,445 D	\$ 0 371,555	I	By GRATS
Common Stock	11/29/2010	^	J <sup>(1)</sup>	128,445 A	\$ 0 145,122	D	^
Common Stock	11/30/2010	^	J <sup>(1)</sup>	127,700 D	\$ 0 243,855	I	By GRATS

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Common Stock	11/30/2010	Â	J <sup>(1)</sup>	127,700	A	\$ 0	151,360	I	By Spouse
Common Stock	12/10/2010	Â	G	23,134 <sup>(2)</sup>	D	\$ 0	128,226	I	By Spouse
Common Stock	12/29/2010	Â	G	5,783 <sup>(3)</sup>	D	\$ 0	122,443	I	By Spouse
Common Stock	12/30/2010	Â	G	112,218 <sup>(4)</sup>	D	\$ 0	33,004	D	Â
Common Stock	12/30/2010	Â	G	113,277 <sup>(4)</sup>	D	\$ 0	9,166	I	By Spouse

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)	8. Price of Derivative Security (Instr. 5)	9. of D Se O Er Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

ALLISON ROBERT J JR  
ANADARKO PETROLEUM CORPORATION  
1201 LAKE ROBBINS DRIVE  
THE WOODLANDS, TX 77380

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## Signatures

/s/ Linda Mansker by power of atty. for Robert J. Allison, Jr.

02/04/2011

\*\*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) Annuity distribution from Grantor Retained Annuity Trusts to the individual's brokerage accounts.
- (2) Shares gifted to the Allison Family Foundation, a tax exempt, 501(c)(3) charitable giving organization.
- (3) Shares gifted to the Ayco Charitable Foundation, a donor-advised fund and public charity.
- (4) Shares gifted to the reporting person's daughters who do not share the reporting person's household. The reporting person disclaims beneficial ownership of the shares held by his daughters.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.