

ANADARKO PETROLEUM CORP  
 Form 4  
 November 07, 2013

**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 \*  
 Meloy Charles Alvin

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. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/05/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, U.S. Onshore Expl./Prod.

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

THE WOODLANDS, TX 77380

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                   |
| Common Stock                    | 11/05/2013                           |  | M                              | 6,642 A \$ 0  | 103,069   | D  |                                   |
| Common Stock                    | 11/05/2013                           |  | F                              | 2,786 D \$ 92.86  | 100,283   | D <sup>(1)</sup>   |                                   |
| Common Stock                    |                                      |  |                                |   | 200   | I  | By Daughter <sup>(2)</sup>        |
| Common Stock                    |                                      |  |                                |   | 93  | I  | By Son <sup>(2)</sup>             |

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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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares |
| Restricted Stock Units                     | (3)  | 11/05/2013                           |  | M                              | 6,642   | (4) (4)  | Common Stock  | 6,642                      |
| Restricted Stock Units                     | (3)  | 11/06/2013                           |  | A                              | 12,226  | (4) (4)  | Common Stock  | 12,226                     |
| Non Qualified Stock Option (Right to Buy)  | \$ 92.02   | 11/06/2013                           |  | A                              | 60,579  | (5) 11/06/2020   | Non Qualified Stock Option (Right to Buy)                     | 60,579                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships   |
|---|---|
| Meloy Charles Alvin<br>ANADARKO PETROLEUM CORPORATION<br>1201 LAKE ROBBINS DRIVE<br>THE WOODLANDS, TX 77380 | Director 10% Owner Officer Other<br>EVP, U.S. Onshore Expl./Prod. |

## Signatures

/s/ Linda Mansker by power of atty. for Charles A. Meloy 11/07/2013

\_\_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 20 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) The reporting person disclaims beneficial ownership to these shares.
- (3) Each restricted stock unit represents a contingent right to receive one share of APC common stock.
- (4) The restricted stock units vest in three annual installments beginning one year after the date of grant.
- (5) 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. 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.