

ANADARKO PETROLEUM CORP  
Form 8-K  
May 12, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported)**

**May 12, 2009 (May 12, 2009)**

**ANADARKO PETROLEUM CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction)**

**1-8968**  
**(Commission File Number)**

**76-0146568**  
**(I.R.S. Employer)**

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of Incorporation)

Identification No.)

1201 Lake Robbins Drive

The Woodlands, Texas 77380-1046

(Address of principal executive offices including Zip Code)

(832) 636-1000

(Registrant's telephone number, including area code)

N.A.

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On May 12, 2009, Anadarko Petroleum Corporation (the Company ) announced the pricing of the public offering of 30,000,000 shares of its common stock. The Company's press release relating to the offering is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

<b>Exhibit No.</b>	<b>Document</b>
5.1	Opinion of Akin Gump Strauss Hauer & Feld LLP
23.1	Consent of Akin Gump Strauss Hauer & Feld LLP (included as part of Exhibit 5.1)
99.1	Press Release dated May 12, 2009

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 12, 2009

**ANADARKO PETROLEUM CORPORATION**  
(Registrant)

By: /s/ Robert K. Reeves  
Robert K. Reeves  
Senior Vice President, General Counsel and Chief Administrative  
Officer

**EXHIBIT INDEX**

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