

ALBERT CONRAD P

Form 4

May 10, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ALBERT CONRAD P

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)

1201 LAKE ROBBINS DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2006

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

THE WOODLANDS, TX 77380

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/09/2006		M		10,000	A	\$ 36.3125	31,113	D
Common Stock	05/09/2006		M		5,000	A	\$ 32.4688	36,113	D
Common Stock	05/09/2006		M		5,000	A	\$ 30.0312	41,113	D
Common Stock	05/09/2006		M		5,000	A	\$ 48.4375	46,113	D
Common Stock	05/09/2006		M		5,000	A	\$ 58.69	51,113	D

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Common Stock	05/09/2006	M	5,000	A	\$ 42.26	56,113	D	
Common Stock	05/09/2006	M	5,000	A	\$ 42.905	61,113	D	
Common Stock	05/09/2006	M	3,750	A	\$ 66.73	64,863	D	
Common Stock	05/09/2006	S	43,750	D	\$ 106.5202	21,113	D	
Common Stock						8,573	I	By Children
Common Stock						3,000	I	By Wife

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

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SEC 1474
(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 Security (Instr. 3 and 4)	Am or Nun of S
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 30.0312	05/09/2006		M	5,000	07/14/2000 10/26/2009	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 32.4688	05/09/2006		M	5,000	07/14/2000 10/29/2008	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 36.3125	05/09/2006		M	10,000	10/27/1998 10/27/2007	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 42.26	05/09/2006		M	5,000	07/29/2004 07/29/2012	Common Stock	5,
	\$ 42.905	05/09/2006		M	5,000	10/30/2005 10/30/2013		5,

Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 48.4375	05/09/2006	M	5,000	07/31/2002	07/31/2010	Common Stock	5,	
Non-Qualified Stock Option (right to buy)	\$ 58.69	05/09/2006	M	5,000	07/30/2003	07/30/2011	Common Stock	5,	
Non-Qualified Stock Option (right to buy)	\$ 66.73	05/09/2006	M	3,750	11/16/2005	11/16/2014	Common Stock	3,	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALBERT CONRAD P 1201 LAKE ROBBINS DRIVE THE WOODLANDS, TX 77380		X		

Signatures

Linda Mansker by Power of atty. for Conrad P.
Albert 05/10/2006

__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).

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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