

ANADARKO PETROLEUM CORP
Form 4
January 11, 2007

FORM 4

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

OMB APPROVAL

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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 *
Kurz Karl F

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)

ANADARKO PETROLEUM CORPORATION, 1201 LAKE ROBBINS DR.

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

(Street)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/10/2007		M	2,520 A	64,259	D	
Common Stock	01/10/2007		D	2,520 D	\$ 40.51	D	
Common Stock					4,403	I	401(k) Plan

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 Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date		
				Code	V	(A)	(D)	Title	
Non-Qualified Stock Option (right to buy)	\$ 40.51	01/10/2007		A		41,000	(2)	01/10/2014	Common Stock
Phantom Stock	(3)	01/10/2007		A		748	(4)	(4)	Common Stock
Phantom Stock	(1)	01/10/2007		M		2,520	(1)	(1)	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kurz Karl F
ANADARKO PETROLEUM CORPORATION
1201 LAKE ROBBINS DR.
THE WOODLANDS, TX 77380

Chief Operating Officer

Signatures

Linda Mansker by power of atty. for Karl F. Kurz 01/10/2007

 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) The Company cancelled the phantom shares in exchange for equivalent consideration in a non-qualified deferred compensation plan sponsored by the Company.
- (2) The option is exercisable in three annual installments beginning one year after the date of the grant.
- (3) The exercise price for phantom shares is 1-for-1.
- (4) The phantom shares were acquired under the Company excess benefit plan and are payable at termination of employment.

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(5) The price is equal to the annual average closing price at the time of termination.

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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