

ANADARKO PETROLEUM CORP

Form 4

January 11, 2007

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DANIELS ROBERT P**

(Last) (First) (Middle)

**ANADARKO PETROLEUM  
CORPORATION, 1201 LAKE  
ROBBINS DR.**

(Street)

**WOODLANDS, TX 77380**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ANADARKO PETROLEUM CORP  
[APC]**

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**SVP, Worldwide Exploration**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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	01/10/2007		A		6,300	A \$ 0	67,462 D
Common Stock	01/10/2007		M		4,134	A 11	71,596 D
Common Stock	01/10/2007		D		4,134	D \$ 40.51	67,462 D
Common Stock						16,446	I 401(k) Plan

# Edgar Filing: ANADARKO PETROLEUM CORP - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst
				Code	V	(A)	(D)	
Phantom Stock	(2)	01/10/2007		A	912	(3)	(3)	Common Stock 912
Phantom Stock	(1)	01/10/2007		M	4,134	(1)	(1)	Common Stock 4,134

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

DANIELS ROBERT P  
ANADARKO PETROLEUM CORPORATION  
1201 LAKE ROBBINS DR.  
WOODLANDS, TX 77380

SVP, Worldwide Exploration

## Signatures

Linda Mansker by power of atty. for Robert P.  
Daniels

01/11/2007

\*\*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 exercise price for phantom shares is 1-for-1.
- (3) The phantom shares were acquired under the Company excess benefit plan and are payable at termination of employment.

## Edgar Filing: ANADARKO PETROLEUM CORP - Form 4

(4) 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.

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.