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ANADARKO PETROLEUM CORP

Form 8-K

March 08, 2002

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: March 8, 2002
(Date of earliest event reported: March 8, 2002)

ANADARKO PETROLEUM CORPORATION
(Exact name of registrant as specified in the charter)

Delaware	1-08968	76-0146568
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

17001 Northchase Drive
Houston, Texas 77060-2141
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (281) 875-1101

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ITEM 5. OTHER EVENTS.

Anadarko Petroleum Corporation (the "Company") has entered into a Terms Agreement dated March 5, 2002 with Salomon Smith Barney Inc., pursuant to which the Company will issue \$400 million aggregate principal amount of 6 3/4% Notes due March 15, 2012. The net proceeds from the Notes will be approximately \$392 million, and will be used to pay down floating-rate debt and to fund a portion of the Company's obligations under the zero coupon convertible notes due 2021 that the Company anticipates will be put back to it this month.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) EXHIBITS.

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Exhibit Number	Description
1.1	Terms Agreement dated as of March 5, 2002, which supplements the form of underwriting agreement filed as exhibit 1(b) to Form 8-K filed on August 28, 2001.
4.1	Officer's Certificate dated as of March 8, 2002
4.2	Form of 6 1/8% Note due 2012
5.1	Opinion of Andrews & Kurth L.L.P. as to the legality of the Notes
12.1	Computation of Ratio of Earnings to Fixed Charges, and Earnings to Combined Fixed Charges and Preferred Stock Dividends.
15.1	Awareness Letter of Arthur Andersen LLP, independent accountants
23.1	Consent of KPMG LLP, independent accountants
23.2	Consent of Arthur Andersen LLP, independent accountants
23.3	Consent of Deloitte & Touche LLP, independent accountants
23.4	Consent Letter of Andrews & Kurth L.L.P. (included in Exhibit 5.1)

SIGNATURES

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

ANADARKO PETROLEUM CORPORATION

By: /s/ SUZANNE SUTER

Name: Suzanne Suter

Title: Corporate Secretary

Date: March 8, 2002

EXHIBIT INDEX

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