

ANADARKO PETROLEUM CORP

Form 4

November 07, 2016

**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  
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2005  
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response... 0.5

(Print or Type Responses)

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

**ANADARKO PETROLEUM  
CORPORATION, 1201 LAKE  
ROBBINS DRIVE**

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/06/2016**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**EVP**

**WOODLANDS, TX 77380**

(City) (State) (Zip)

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

**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	11/06/2016		M		4,075	A	\$ 0	38,980	D
Common Stock	11/06/2016		F		1,709	D	\$ 58.62	37,271	D
Common Stock	11/06/2016		M		4,016	A	\$ 0	41,339	D
Common Stock	11/06/2016		F		1,684	D	\$ 58.62	39,655	D <sup>(1)</sup>
								9,451	I
									401 (k) Plan

Common  
StockCommon  
Stock

63,766 I

By Family  
Limited  
Partnership

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 Deriv Secur (Instr		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	11/06/2016		M	4,075	(3)	(3)	Common Stock	4,075	\$
Restricted Stock Units	(2)	11/06/2016		M	4,016	(3)	(3)	Common Stock	4,016	\$

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

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

EVP

## Signatures

/s/ Anne V. Bruner by power of atty. for Robert P.  
Daniels

11/07/2016

\_\_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) Includes 129 shares of common stock acquired as a result of dividend equivalents with respect to restricted stock units. The dividend equivalents were accrued and reinvested in shares of the Company's common stock and paid upon vesting of the underlying award.
- (2) Each restricted stock unit represents a contingent right to receive one share of APC common stock.
- (3) The restricted stock units vest in three annual installments beginning one year after the date of grant.

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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