Edgar Filing: ANADARKO PETROLEUM CORP - Form 4

ANADARKO PETROLEUM COF Form 4 January 05, 2006	RP				
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). UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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					PPROVAL 3235-0287 January 31, 2005 average irs per 0.5
(Print or Type Responses)					
1. Name and Address of Reporting Person REEVES ROBERT K	Symbol	Ticker or Trading	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 Tr (Month/Day/Year) 01/03/2006	ansaction	Director X Officer (give below) SVP, Co		
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 		
(City) (State) (Zip)	Table I - Non-D	Derivative Securities Acc	quired, Disposed of	f, or Beneficial	lly Owned
(Instr. 3) any	ccution Date, if Transacti Code onth/Day/Year) (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	coue v	ranount (D) The	19,603	D	
Common Stock			589	I	401(k) Plan

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.

Edgar Filing: ANADARKO PETROLEUM CORP - Form 4

 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. Transactic Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration E (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and -	Securities	8. Price o Derivativ Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	01/03/2006		А	456	(2)	(2)	Common Stock	456	<u>(3)</u>

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
REEVES ROBERT K ANADARKO PETROLEUM CORPORA 1201 LAKE ROBBINS DR. THE WOODLANDS, TX 77380	TION		SVP, Corp. Affairs & Law				
Signatures							
Mitch McCraw for Robert K. Reeves	01/05/2006						
	_						

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