

ANADARKO PETROLEUM CORP
Form 8-K
May 20, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 8-K
CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): May 17, 2011**

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

Delaware

1-8968

76-0146568

(State or Other Jurisdiction
of Incorporation)

(Commission File Number)

(I.R.S. Employer
Identification No.)

**1201 Lake Robbins Drive
The Woodlands, Texas 77380-1046**
(Address of principal executive offices including Zip Code)
(832) 636-1000

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 17, 2011, Anadarko Petroleum Corporation (the Company) held its 2011 Annual Meeting of Stockholders (the Annual Meeting). The proposals voted upon at the Annual Meeting and the final voting results are indicated below. For additional information on these proposals, please see the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 25, 2011.

1. Each of the seven nominees for director was elected to serve a one-year term expiring at the 2012 Annual Meeting of Stockholders. The other incumbent directors whose term of office continued were as follows: Robert J. Allison, Jr., Peter J. Fluor and Paula Rosput Reynolds. Votes regarding the persons elected as Class II directors were as follows:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|----------------------|-------------|-------------|---------|---------------------|
| John R. Butler, Jr. | 331,183,108 | 30,745,403 | 278,842 | 42,543,649 |
| Kevin P. Chilton | 360,565,196 | 1,362,929 | 279,228 | 42,543,649 |
| Luke R. Corbett | 243,668,876 | 118,262,047 | 276,430 | 42,543,649 |
| H. Paulett Eberhart | 354,951,824 | 6,585,781 | 669,748 | 42,543,649 |
| Preston M. Geren III | 352,353,297 | 9,149,547 | 704,509 | 42,543,649 |
| John R. Gordon | 350,091,163 | 11,843,705 | 272,485 | 42,543,649 |
| James T. Hackett | 350,439,006 | 11,495,023 | 273,324 | 42,543,649 |

2. The appointment of KPMG LLP as the Company's independent auditor for 2011 was ratified. The voting results were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|---------------------|
| 397,824,465 | 6,626,249 | 300,288 | |

3. The stockholders approved, on an advisory basis, the compensation for the Company's named executive officers. The voting results were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|---------------------|
| 284,199,267 | 76,791,406 | 1,216,680 | 42,543,649 |

4. The stockholders approved, on an advisory basis, an annual advisory vote on compensation for the Company's named executive officers. The voting results were as follows:

Broker

5. A stockholder proposal regarding an amendment to the Company's Non-Discrimination Policy did not pass. The voting results were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|------------|---------------------|
| 99,270,610 | 195,779,393 | 67,157,350 | 42,543,649 |

6. A stockholder proposal regarding adoption of a policy providing that the Chairman of the Board be an independent director did not pass. The voting results were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|---------|---------------------|
| 150,737,104 | 210,884,481 | 585,768 | 42,543,649 |

7. A stockholder proposal regarding adoption of a policy on accelerated vesting of equity awards did not pass. The voting results were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|-----------|---------------------|
| 132,371,403 | 228,080,894 | 1,755,056 | 42,543,649 |

8. A stockholder proposal regarding a report on political contributions did not pass. The voting results were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|------------|---------------------|
| 106,572,584 | 173,019,755 | 82,615,014 | 42,543,649 |

SIGNATURES

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

**ANADARKO PETROLEUM
CORPORATION**
(Registrant)

Dated: May 20, 2011

By: /s/ Robert K. Reeves
Robert K. Reeves
Senior Vice President, General Counsel
and
Chief Administrative Officer