

ANADARKO PETROLEUM CORP

Form 4

August 08, 2014

**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  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GWIN ROBERT G**

(Last) (First) (Middle)

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

(Street)

**THE 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)  
**08/08/2014**

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 \_\_\_\_ Other (specify  
below) below)  
EVP, Finance & CFO

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	08/08/2014		M		21,700	A	\$ 59.87	81,516	D
Common Stock	08/08/2014		M		22,300	A	\$ 64.69	103,816	D
Common Stock	08/08/2014		S		44,000	D	\$ 107.7822 <sup>(1)</sup>	59,816	D
Common Stock								1,441	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.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 59.87	08/08/2014		M	21,700	<u>(2)</u> 11/06/2014	Common Stock 21,700
Non Qualified Stock Option (Right to Buy)	\$ 64.69	08/08/2014		M	22,300	<u>(2)</u> 03/12/2015	Common Stock 22,300

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

GWIN ROBERT G  
ANADARKO PETROLEUM CORPORATION  
1201 LAKE ROBBINS DRIVE  
THE WOODLANDS, TX 77380

EVP, Finance & CFO

## Signatures

/s/ Linda Mansker by power of atty. for Robert G. Gwin

08/08/2014

                    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).

This transaction was executed in multiple trades from \$107.25 to \$108.19. The price reported above reflects the weighted average sale

(1) price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) The option is exercisable 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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