

ANADARKO PETROLEUM CORP  
 Form 4  
 November 07, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Hollek Darrell E

(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)  
 11/06/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP, U.S. Onshore Expl./Prod.

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/06/2016		M		1,542 A \$ 0	D	
Common Stock	11/06/2016		F		646 D \$ 58.62	D	
Common Stock	11/06/2016		M		1,604 A \$ 0	D	
Common Stock	11/06/2016		F		672 D \$ 58.62	D <sup>(1)</sup>	
					10,276	I	

Common Stock 401(k) Plan  
 Common Stock 0 I By Children

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	(2)	11/06/2016		M	1,542	(3)	(3)	Common Stock	1,542
Restricted Stock Units	(2)	11/06/2016		M	1,604	(3)	(3)	Common Stock	1,604

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Hollek Darrell E  
 ANADARKO PETROLEUM CORPORATION  
 1201 LAKE ROBBINS DRIVE  
 THE WOODLANDS, TX 77380

EVP, U.S. Onshore Expl./Prod.

## Signatures

Anne V. Bruner by power of atty. for Darrell E. Hollek

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 51 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 vestings 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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