Edgar Filing: ANADARKO PETROLEUM CORP - Form 4

ANADARKO Form 4 August 08, 20		JM CORP	-								
FORM	4							OMB APPROVAL			
UNITED STATES			SECURITIES AND EXCHANGE (Washington, D.C. 20549					COMMISSION	OMB Number:	3235-0287	
Check this if no longe	ər	x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								January 31, 2005	
subject to Section 16	SIAI 5.									average Irs per	
Form 4 or Form 5	Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of					~ 1024	response	0.5			
obligation may conti	⁸ Section	^					-	f 1935 or Sectio	n		
See Instru- 1(b).		30(h)	of the Inv	vestment	Compan	y Act	of 19	40			
(Print or Type R	esponses)										
1. Name and Ad FLUOR PET	2. Issuer Name and Ticker or Trading Symbol ANADARKO PETROLEUM CORP [APC]				g	5. Relationship of Reporting Person(s) to Issuer					
					CORP	(Check all applicable)					
(Last) (First) (Middle) ANADARKO PETROLEUM			3. Date of Earliest Transaction (Month/Day/Year) 08/06/2007					_X_Director10% Owner Officer (give titleOther (specify below)below)			
	TION, 1201 L		08/00/20	07							
	(Street)		4. If Amen	endment, Date Original				6. Individual or Joint/Group Filing(Check			
THE WOOD	Filed(Mont	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
		. 11500						Person			
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)		2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (D)	Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	08/06/2007			А	2,972 (1)	А	\$0	3,972	D		

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.

 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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

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Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FLUOR PETER J ANADARKO PETROLEUM CORPORATION 1201 LAKE ROBBINS DRIVE THE WOODLANDS, TX 77380	Х					
Signatures						
Linda Mansker by power of atty. for Peter J. Fluor	0	8/08/2007				
**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).
- Represents 2,972 deferred shares that were granted automatically with Mr. Fluor's election to the Board of Directors. Directors can (1) generally vote the deferred shares and receive dividend equivalents. The deferred shares are secured by a grantor trust and are generally subject to the creditors of the Company, and will be distributed to Mr. Fluor upon his departure from the Board.

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.