

ANADARKO PETROLEUM CORP
 Form 4
 January 05, 2006

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 *
HACKETT JAMES T

2. Issuer Name and Ticker or Trading Symbol
ANADARKO PETROLEUM CORP [APC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
ANADARKO PETROLEUM CORPORATION, 1201 LAKE ROBBINS DR.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2006

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
President & CEO

THE WOODLANDS, TX 77380
 (City) (State) (Zip)

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

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)
				(A) or (D) Price			
Common Stock					134,788 ⁽¹⁾	D	
Common Stock					1,078	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 of Underlying Security (Instr. 3 and 4)
Phantom Stock	(2)	01/03/2006		A	1,994	(3) (3)	Common Stock	1,994

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HACKETT JAMES T
ANADARKO PETROLEUM CORPORATION
1201 LAKE ROBBINS DR.
THE WOODLANDS, TX 77380

President & CEO

Signatures

Mich McCraw for James T. Hackett

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) Adjusted to accurately reflect the amount of securities beneficially owned following the transaction reported on this Form 4 filing. The amount of securities beneficially owned as reported on a previous Form 4 filing were incorrect due to a mathematical error.
- (2) The exercise price for phantom shares is 1-for-1.
- (3) The phantom shares were acquired under the Company excess benefit plan and are payable at termination of employment.
- (4) 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.