

ANADARKO PETROLEUM CORP  
Form 10-Q/A  
August 23, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D. C. 20549**

**FORM 10-Q/A**

**(Amendment No. 1)**

**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES**

**EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2010**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES**

**EXCHANGE ACT OF 1934**

**For the transition period from            to**

**Commission File No. 1-8968**

**ANADARKO PETROLEUM CORPORATION**

**(Exact name of registrant as specified in its charter)**

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**76-0146568**  
(I.R.S. Employer  
Identification No.)

**1201 Lake Robbins Drive, The Woodlands, Texas 77380-1046**

(Address of principal executive offices)

Registrant's telephone number, including area code **(832) 636-1000**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares outstanding of the Company's common stock as of June 30, 2010 is shown below:

<b>Title of Class</b>	<b>Number of Shares Outstanding</b>
Common Stock, par value \$0.10 per share	494,929,464

**Explanatory Note**

The sole purpose of this Amendment No. 1 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2010 (the Form 10-Q), as filed with the Securities and Exchange Commission on August 3, 2010, is to furnish Exhibit 101 to the Form 10-Q as required by Rule 405 of Regulation S-T. Exhibit 101 to this report furnishes the following items from the Company's Form 10-Q formatted in eXtensible Business Reporting Language (XBRL): (i) the unaudited Consolidated Statements of Income for the Three and Six Months Ended June 30, 2010 and 2009, (ii) the unaudited Consolidated Balance Sheets as of June 30, 2010, and December 31, 2009, (iii) the unaudited Consolidated Statement of Equity for the Six Months Ended June 30, 2010, (iv) the unaudited Consolidated Statements of Comprehensive Income for the Three and Six Months Ended June 30, 2010 and 2009, (v) the unaudited Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2010 and 2009, and (vi) the unaudited Notes to Consolidated Financial Statements.

Users of this data are advised that pursuant to Rule 406T of Regulation S-T, these interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

No other changes have been made to the Form 10-Q other than the furnishing of Exhibit 101 described above. This Amendment No. 1 does not reflect subsequent events occurring after the original filing date of the Form 10-Q or modify or update in any way disclosures made in the Form 10-Q.

**Item 6. Exhibits**

Exhibits not incorporated by reference to a prior filing are designated by an asterisk (\*) and were filed as exhibits to the Company's Quarterly Report on Form 10-Q filed on August 3, 2010 for the period ended June 30, 2010, or designated by asterisks (\*\*) and are furnished herewith; all exhibits not so designated are incorporated herein by reference to a prior filing as indicated.

<b>Exhibit Number</b>	<b>Description</b>	<b>Original Filed Exhibit</b>	<b>File Number</b>
3(i)	Restated Certificate of Incorporation of Anadarko Petroleum Corporation, dated May 21, 2009	3.3 to Form 8-K dated May 19, 2009	1-8968
(ii)	By-Laws of Anadarko Petroleum Corporation, amended and restated as of May 21, 2009	3.4 to Form 8-K dated May 19, 2009	1-8968
* 10	Operating Agreement, dated October 1, 2009, between BP Exploration & Production Inc., as Operator, and MOEX Offshore 2007 LLC, as Non-Operator, as ratified by that certain Ratification and Joinder of Operating Agreement, dated December 17, 2009 by and among BP Exploration & Production Inc., Anadarko Petroleum Corporation (as Non-Operator), Anadarko E&P Company LP (as predecessor in interest to Anadarko Petroleum Corporation), and MOEX Offshore 2007 LLC, together with material exhibits.		
* 31(i)	Rule 13a-14(a)/15d-14(a) Certification - Chief Executive Officer		
* (ii)	Rule 13a-14(a)/15d-14(a) Certification - Chief Financial Officer		
* 32	Section 1350 Certifications		
**101.INS	XBRL Instance Document		
**101.SCH	XBRL Schema Document		
**101.CAL	XBRL Calculation Linkbase Document		
**101.LAB	XBRL Label Linkbase Document		
**101.PRE	XBRL Presentation Linkbase Document		
**101.DEF	XBRL Definition Linkbase Document		

**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 duly authorized officer and principal financial officer.**

ANADARKO PETROLEUM CORPORATION

(Registrant)

August 23, 2010

By: /s/ ROBERT G. GWIN  
Robert G. Gwin

Senior Vice President, Finance and

Chief Financial Officer