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ANADARKO PETROLEUM CORP

Form 8-K

September 20, 2002

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 20, 2002

ANADARKO PETROLEUM CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	1-08968	76-0146568
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1201 Lake Robbins Drive
The Woodlands, Texas 77380-1046
(Address of Principal Executive Offices) (Zip Code)

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

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ITEM 5. OTHER EVENTS.

Anadarko Petroleum Corporation (the "Company") has entered into a Terms Agreement dated September 17, 2002 with Deutsche Bank Securities Inc., Credit Suisse First Boston Corporation, JP Morgan Securities Inc., Salomon Smith Barney Inc., ABN AMRO Incorporated, BMO Nesbitt Burns Corp., Fleet Securities, Inc., The Royal Bank of Scotland plc and SunTrust Capital Markets, Inc., pursuant to which the Company will issue \$300 million aggregate principal amount of the Company's 5% Notes due October 1, 2012. The net proceeds from the Notes will be approximately \$295 million, and will be used to pay down floating-rate debt.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) EXHIBITS

Exhibit Number	Description
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- 1.1 Terms Agreement dated as of September 17, 2002, which supplements the form of underwriting agreement filed as exhibit 1(a) to the Registration Statement on Form S-3/A (File No. 333-55964) filed on March 13, 2001.
- 4.1 Officer's Certificate dated as of September 20, 2002.
- 4.2 Form of 5% Notes due 2012.
- 5.1 Opinion of Andrews & Kurth L.L.P. as to the legality of the Notes.
- 12.1 Computation of Ratio of Earnings to Fixed Charges, and Earnings to Combined Fixed Charges and Preferred Stock Dividends.
- 23.1 Consent Letter of Andrews & Kurth L.L.P. (included in Exhibit 5.1).

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 hereunto duly authorized.

ANADARKO PETROLEUM CORPORATION

By: /s/ SUZANNE SUTER

Name: Suzanne Suter
Title: Corporate Secretary

Date: September 20, 2002

EXHIBIT INDEX

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Dividends.

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