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ANADARKO PETROLEUM CORP

Form 8-K

February 22, 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: February 22, 2002
(Date of earliest event reported: February 22, 2002)

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

| | | |
|---|--------------------------|---|
| Delaware | 1-08968 | 76-0146568 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

17001 Northchase Drive
Houston, Texas 77060-2141
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (281) 875-1101

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ITEM 5. OTHER EVENTS.

Anadarko Petroleum Corporation (the "Company") has entered into a Terms Agreement dated February 19, 2002 with Credit Suisse First Boston Corporation, J.P. Morgan Securities Inc., Banc of America Securities LLC, and RBC Dominion Securities Corporation, pursuant to which the Company will issue \$650 million aggregate principal amount of 5 3/8% Notes due March 1, 2007. The net proceeds from the Notes will be approximately \$643 million, and will be used to pay down floating-rate debt.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) EXHIBITS.

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| Exhibit Number | Description |
|-------------------|---|
| 1.1 | Terms Agreement dated as of February 19, 2002, which supplements the form of underwriting agreement filed as exhibit 1(b) to Form 8-K filed on August 28, 2001. |
| 4.1 | Officer's Certificate dated as of February 22, 2002 |
| 4.2 | Form of 5 3/8% Note due 2007 |
| 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. |
| 15.1 | Awareness Letter of Arthur Andersen LLP, independent accountants |
| 23.1 | Consent of KPMG LLP, independent accountants |
| 23.2 | Consent of Arthur Andersen LLP, independent accountants |
| 23.3 | Consent of Deloitte & Touche LLP, independent accountants |
| 23.4 | 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, registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ANADARKO PETROLEUM CORPORATION

By: /s/ ALBERT L. RICHEY

Albert L. Richey
Vice President & Treasurer

Date: February 22, 2002