



**Anadarko Petroleum Corporation**

**APC NYSE**

**Oil / Gas Exploration / Production**

Market Capitalization USD:

**\$31,723.30 mm**

**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: James T. Hackett**

**Age: 58**

**CEO Since: 2003**

|  | 2009                | 2010                | 2011                |
|--|---------------------|---------------------|---------------------|
| <b>Base Salary</b>   | \$1,567,500         | \$1,567,500         | \$1,582,789         |
| <b>Discretionary Bonus</b>   | \$0                 | \$0                 | \$0                 |
| <b>Annual Cash Incentive</b>                                       | \$3,749,460         | \$2,975,115         | \$3,127,590         |
| <b>Benefits and Perquisites</b>                                    | \$741,496           | \$751,524           | \$692,551           |
| <b>TOTAL ANNUAL COMPENSATION</b>                                   | <b>\$6,058,456</b>  | <b>\$5,294,139</b>  | <b>\$5,402,930</b>  |
| <b>Increase in Post-Retirement Benefits</b>                        | \$3,956,376         | \$5,530,662         | \$3,680,756         |
| <b>Stock Option Awards</b>   | \$5,293,585         | \$4,257,091         | \$5,702,228         |
| <b>Stock Awards</b>  | \$12,158,360        | \$9,246,818         | \$8,384,127         |
| <b>TOTAL COMPENSATION</b>  | <b>\$27,466,777</b> | <b>\$24,328,710</b> | <b>\$23,170,041</b> |
| <b>Median of Other Named Executive Officers Total Compensation</b> | \$9,615,750         | \$9,383,773         | \$7,658,530         |
| <b>Value Realized on Exercise of Stock Option</b>                  | \$10,113,125        | \$17,233,518        | \$0                 |
| <b>Value Realized on Vesting of Stock</b>                          | \$4,728,508         | \$16,414,664        | \$20,514,393        |
| <b>TOTAL REALIZED EQUITY COMPENSATION</b>                          | <b>\$14,841,633</b> | <b>\$33,648,182</b> | <b>\$20,514,393</b> |

**Proxy Date:** 23 Mar 2012

**Annual Meeting Date:** 15 May 2012

**Equity Reserves:** 11.10%

**Stock Option Run Rate:** 0.31%

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## Performance Comparison

■ S&P500 ■ Industry ■ APC



## Peer Comparisons (TRBC) =Oil / Gas Exploration / Production

### Total Summary CEO Compensation

| Ticker     | Company Name                          | 2009                | 2010                | 2011                | Market Cap              |
|------------|---------------------------------------|---------------------|---------------------|---------------------|-------------------------|
| <b>APC</b> | <b>Anadarko Petroleum Corporation</b> | <b>\$27,466,777</b> | <b>\$24,328,710</b> | <b>\$23,170,041</b> | <b>\$31,723,300,635</b> |
| APA        | Apache Corporation                    | \$7,689,513         | \$19,294,429        |                     | \$30,806,359,610        |
| DVN        | Devon Energy Corporation              | \$16,202,560        | \$17,910,371        |                     | \$23,090,760,000        |
| EOG        | EOG Resources, Inc.                   | \$12,713,702        | \$13,086,345        | \$14,814,499        | \$19,075,363,468        |
| CHK        | Chesapeake Energy Corporation         | \$18,551,296        | \$21,044,952        |                     | \$16,884,492,557        |
| NBL        | Noble Energy, Inc.                    | \$9,360,011         | \$10,332,542        | \$11,491,921        | \$12,497,170,738        |

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Apache Corporation, Devon Energy Corporation, Noble Energy, Inc., Chesapeake Energy Corporation, EOG Resources, Inc., Occidental Petroleum Corporation, Chevron Corporation, Hess Corporation, Pioneer Natural Resources Company, ConocoPhillips, Marathon Oil Corporation, Plains Exploration & Production Company

### Performance Peer Group

Apache Corporation, EOG Resources, Inc., Occidental Petroleum Corporation, Chevron Corporation, Hess Corporation, Pioneer Natural Resources Company, ConocoPhillips, Marathon Oil Corporation, Plains Exploration & Production Company, Devon Energy Corporation, Noble Energy, Inc.

## COMPENSATION COMMITTEE MEMBERS

| Director         | Membership | Age | Gender | Tenure | Independence    |
|------------------|------------|-----|--------|--------|-----------------|
| Peter J. Fluor   | Chairman   | 64  | Male   | 5      | Outside         |
| John R. Gordon   | Member     | 63  | Male   | 24     | Outside Related |
| Preston M. Geren | Member     | 60  | Male   | 3      | Outside         |
|                  |            |     |        |        |                 |
|                  |            |     |        |        |                 |

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