Bedingfield John R. Form 4 January 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB APPROVAL OMB 3235-0287

Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Bedingfield John R.			Symbol APACHE CORP [APA]					Issuer (Cl. 1, 11, 11, 11, 11, 11, 11, 11, 11, 11,			
(Last) 2000 POST 100	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2010					(Check all applicable) Director 10% Owner Officer (give title Other (specify below) Vice President					
HOUSTON	(Street) J, TX 77056	Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secui	rities Acqı	uired, Disposed of	, or Beneficiall	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution	med on Date, if Day/Year)	Code (Instr. 8)	4. Secur on(A) or D (Instr. 3,	(A)	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock (1)	12/31/2010			M(2)	4,000	A	\$ 0	9,121	D		
Common Stock (1)	12/31/2010			F(3)	1,458	D	\$ 119.23	7,663	D		
Common Stock (1)								9,150.958	I	Held by Trustee of 401(k) Plan	
Common Stock (1)								2,936.638	I	Held by Trustee of NQ Plan	

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

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SEC 1474 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4. 5. Number		6. Date Exercisable and		7. Title and Amount of		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	ransaction of Derivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Acquired					(
	Derivative				(A) c	or				
	Security				Disp	osed of				
					(D)					
					(Instr. 3, 4,					
					and 5)					
							Date	Expiration	Title	Amount or Number
							Exercisable	Date	1100	of
				Code V	(A)	(D)				Shares
Restricted									Common	
Stock / Units (4)	\$ 0	12/31/2010		M(2)		4,000	12/31/2010	(5)	Stock (1)	4,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bedingfield John R. 2000 POST OAK BLVD SUITE 100 HOUSTON, TX 77056

Vice President

Signatures

Cheri L. Peper, Attorney-in-Fact

**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).
- The shares of common stock of Apache are deemed to also represent certain preferred stock purchase rights ('Rights'). The Rights are not currently exercisable or separately tradable and presently are evidenced by certificates for shares of the common stock. Value attributable to such Rights, if any, is reflected in the market price of the common stock.
- Vesting on 12/31/2010 of restricted stock units pursuant to restricted stock unit award agreement under employer plan data provided by plan administrator on 01/04/2011. Of these 4,000 shares, 2,400 shares (1,525 shares after tax withholding) will not be eligible for sale by the reporting person until such time as he retires or otherwise terminates employment with the company.

Reporting Owners 2

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- (3) Shares withheld to cover required tax withholding on vesting of restricted stock units effective as of 12/31/2010 data provided by plan administrator on 01/04/2011.
- (4) With tandem tax withholding right
- Pursuant to a restricted stock unit award agreement dated 11/18/2009, the reporting person was granted 20,000 restricted stock units. The restricted stock units will vest 4,000 on each of 12/31/2010, 11/18/2011, 11/19/2012, 11/18/2013, and 11/18/2014. Upon vesting, Apache will issue one share of common stock for each restricted stock unit, and 2,400 shares out of each 4,000 shares will not be eligible for sale by the reporting person until such time as he retires or otherwise terminates employment with the company.

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.