#### CHAMBERS THOMAS P

Form 4

February 11, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Check this box

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 \* CHAMBERS THOMAS P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

APACHE CORP [APA]

(Month/Day/Year)

(First) (Last)

3. Date of Earliest Transaction

Director 10% Owner Other (specify X\_ Officer (give title

(Check all applicable)

2000 POST OAK BLVD., SUITE

(Street)

(Middle)

02/09/2011

100

below) Exec Vice President and / Chief Financial

4. If Amendment, Date Original

(Instr. 8)

Officer

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

HOUSTON, TX 77056

Security

(Instr. 3)

(Zip) (City) (State) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Disposed of (D) Code

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of

6. Date Exercisable and

7. Title and Amount of 8. 1 Underlying Securities

**Expiration Date** Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative

### Edgar Filing: CHAMBERS THOMAS P - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		S (I
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock / Units (1)	\$ 0 (2)	02/09/2011		A	20,000	(3)	(3)	Common Stock (4)	20,000	

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

CHAMBERS THOMAS P 2000 POST OAK BLVD. SUITE 100 HOUSTON, TX 77056

Chief Financial Exec Vice President and Officer

(In

# **Signatures**

Cheri L. Peper, 02/11/2011 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).
- (1) With tandem tax withholding right
- (2) One share of Apache common stock for each restricted stock unit.
- Pursuant to a restricted stock unit award agreement dated 02/09/2011, the reporting person was granted 20,000 restricted stock units. The restricted stock units will vest 4,000 on each of 04/02/2012, 02/09/2013, 02/09/2014, 02/09/2015, and 02/09/2016. 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.
- 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.

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.

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