EICHLER RODNEY J

Form 4 May 10, 2011

FORM 4

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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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * EICHLER RODNEY J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol APACHE CORP [APA]

(First) (Last)

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

2000 POST OAK BOULEVARD,

(Street)

(State)

SUITE 100

(City)

(Month/Day/Year) X_ Officer (give title Other (specify 05/09/2011

below) below) President and / Chief Operating Officer

(Middle)

4. If Amendment, Date Original 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

HOUSTON, TX 77056

(Zip)

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

1. Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

Person

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

Transaction(s) (Instr. 3 and 4)

Ownership (Instr. 4) (Instr. 4)

Code V Amount (D) Price

(A)

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

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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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired Disposed (Instr. 3, 5)	d of (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (1)	\$ 0	05/09/2011		M		2,275		(2)	(2)	Common Stock (3)	2,275
Phantom Stock Units (1)	\$ 0	05/09/2011		M		825		<u>(4)</u>	<u>(4)</u>	Common Stock (3)	825
Restricted Stock / Units (5)	\$ 0	05/09/2011		M			2,275	<u>(6)</u>	(6)	Common Stock (3)	2,275
Restricted Stock / Units (5)	\$ 0	05/09/2011		M			825	<u>(7)</u>	<u>(7)</u>	Common Stock (3)	825

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
EICHLER RODNEY J				Chief			
2000 POST OAK BOULEVARD, SUITE 100			President and	Operating			
HOUSTON, TX 77056				Officer			

Signatures

Cheri L. Peper, Attorney-in-Fact 05/10/2011

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) One share of Apache common stock for each phantom stock unit.
- (2) Exempt acquisition pursuant to Rule 16b-3(d). Accrued under the deferred compensation provisions of Apache's Deferred Delivery Planeffective as of 05/06/2011. Data provided by the plan administrator on 05/09/2011.
- 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.
- (4) Exempt acquisition pursuant to Rule 16b-3(d). Accrued under the deferred compensation provisions of Apache's Deferred Delivery Planeffective as of 05/07/2011. Data provided by the plan administrator on 05/09/2011.

(5) With tandem tax withholding right

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- (6) Vesting on 05/06/2011 of restricted stock units under employer plan data provided by plan administrator on 05/09/2011 Vesting occurs 25% per year over four years.
- (7) Vesting on 05/07/2011 of restricted stock units under employer plan data provided by plan administrator on 05/09/2011 Vesting occurs 25% per year over four years.

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.