JEPPESEN JON A Form 4 May 24, 2011

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**SECURITIES** 

**OMB** 

Washington, D.C. 20549 Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

**OMB APPROVAL** 

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

obligations

Expires: 2005 Estimated average

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

burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and A JEPPESEN	Symbol	2. Issuer Name and Ticker or Trading Symbol APACHE CORP [APA]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (M	fiddle) 3. Date of	Earliest Tra	ansaction	<u> </u>		- /	
2000 POST SUITE 100	OAK BOULEVA	(Month/D ARD, 05/23/2	•		below)	ive title Oth below) ec. Vice Presider	er (specify	
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
HOUSTON	Filed(Mor	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	

(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code V	(A) or Amount (D) Prior	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	05/23/2011		M(2)	1,458 A \$ 0	41,170	D	
Common Stock (1)					6,391.518	I	Held by Trustee of 401(k) Plan
Common Stock (1)					3.93	I	Held by Trustee of NQ Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1	1. Title of Derivative Security Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of tiorDerivative Securities Acquired (A) or ) Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
,	Phantom Stock Units (3)	\$ 0	05/23/2011		J	5.6045		<u>(4)</u>	<u>(4)</u>	Common Stock (1)	5.60
(	Phantom Stock Units (3)	\$ 0	05/23/2011		M		1,458	(2)	(2)	Common Stock (1)	1,4:
,	Phantom Stock Units (3)	\$ 0	05/23/2011		F		785.4229	(5)	<u>(5)</u>	Common Stock (1)	785.4
,	Phantom Stock Units (3)	\$ 0	05/23/2011		D		0.6426	<u>(6)</u>	<u>(6)</u>	Common Stock (1)	0.64

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JEPPESEN JON A 2000 POST OAK BOULEVARD, SUITE 100 HOUSTON, TX 77056

Exec. Vice President

### **Signatures**

Cheri L. Peper, Attorney-in-Fact

\*\*Signature of Reporting Person Dat

# **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) 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

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to such Rights, if any, is reflected in the market price of the common stock.

- (2) Exempt transaction pursuant to Rule 16(b)-3 distribution under the provisions of Apache's Deferred Delivery Plan, as of 05/23/2011.

  Data provided by the plan administrator on 05/24/2011.
- (3) One share of Apache common stock for each phantom stock unit.
- Exempt acquisition pursuant to Rule 16b-3(d) accrued under the deferred compensation provisions of Apache's Deferred Delivery Plan as of 05/23/2011 data provided by the plan administrator on 05/24/2011.
- (5) Exempt transaction units used to cover required tax withholding on a transaction exempt under Rule 16b-3 as of 05/23/2011 data provided by the plan administrator on 05/24/2011.
- (6) Exempt transaction disposition to the issuer involving the settlement of a fractional unit in cash in connection with transaction exempt under Rule 16b-3 as of 05/23/2011 data provided by the plan administrator on 05/24/2011.

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.