APACHE CORP Form 4 June 04, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB 3235-0287

OMB APPROVAL

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

SECURITIES 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.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Graham Jon			Symbol		nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	f Earliest	Transaction	((леск ан аррисаві	<i>c)</i>		
			(Month/D	Oay/Year)		Director				
2000 POST OAK BLVD., SUITE 100			06/03/2	013		_X_ Officer below)	_X_ Officer (give title Other (specify below) Vice President			
		4. If Amendment, Date Original			6. Individual	6. Individual or Joint/Group Filing(Check				
		Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person					
HOUSTON,	TX 77056					Form filed Person	by More than One R	eporting		
(City)	(State)	(Zip)	Tabl	le I - Non	-Derivative Securities A	acquired, Dispose	ed of, or Beneficia	lly Owned		
1.Title of Security		n Date 2A. De Year) Execut		3. Transa	4. Securities ctionAcquired (A) or	5. Amount of Securities	6. Ownership Form: Direct			

(City)	(State) (2	Zip) Table	I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	06/02/2012		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	,	(4.5.1. 1)	
Stock (1)	06/03/2013		M(2)	631	A	\$ 0	1,544	D		
Common Stock (1)							4,739.204	I	Held by trustee of 401(k) plan	
Common Stock (1)							7,844.294	I	Held by trustee of NQ plan	

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

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SEC 1474 (9-02)

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

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 on Derivative 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 of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock Units (3)	\$ 0 (3)	06/03/2013		M	706		<u>(4)</u>	<u>(4)</u>	Common Stock (1)	706
Phantom Stock Units (3)	\$ 0 (3)	06/03/2013		M		631	(2)	(2)	Common Stock (1)	631
Phantom Stock Units (3)	\$ 0 (3)	06/03/2013		F		210.5591	<u>(5)</u>	<u>(5)</u>	Common Stock (1)	210.55
Phantom Stock Units (3)	\$ 0 (3)	06/03/2013		J		0.6773	<u>(6)</u>	<u>(6)</u>	Common Stock (1)	0.677
Restricted Stock / Units (7)	\$ 0 (8)	06/03/2013		M		706	<u>(9)</u>	<u>(9)</u>	Common Stock (1)	706

Reporting Owners

Reporting Owner Name / Address	Relationships							
FB	Director	10% Owner	Officer	Other				
Graham Jon								
2000 POST OAK BLVD.			Vice President					

Signatures

HOUSTON, TX 77056

Cheri L. Peper, Attorney-in-Fact 06/04/2013

**Signature of Reporting Person Date

Reporting Owners 2

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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.
- (2) Exempt transaction pursuant to Rule 16(b)-3 distribution under the provisions of Apache's Deferred Delivery Plan as of 06/01/2013 data provided by the plan administrator on 06/03/2013.
- (3) One share of Apache common stock for each phantom stock unit.
- (4) Exempt acquisition pursuant to Rule 16b-3(d). Accrued under the deferred compensation provisions of Apache's Deferred Delivery Planeffective as of 06/01/2013. Data provided by the plan administrator on 06/03/2013.
- (5) Exempt transaction units used to cover required tax withholding on a transaction exempt under Rule 16b-3 as of 06/01/2013 data provided by the plan administrator on 06/03/2013 .
- (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 06/01/2013 data provided by the plan administrator on 06/03/2013.
- (7) With tandem tax withholding right
- (8) One share of Apache common stock for each restricted stock unit.
- (9) Vesting on 06/01/2013 of restricted stock units under employer plan data provided by plan administrator on 06/03/2013. 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.