APACHE CORP Form 4 February 23, 2015

FORM 4

subject to

Section 16.

Form 4 or

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 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 * Riney Stephen J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol APACHE CORP [APA]

(Middle) (Last) (First)

3. Date of Earliest Transaction

Director 10% Owner

2000 POST OAK BLVD., SUITE

(Street)

02/20/2015

(Month/Day/Year)

X_ Officer (give title Other (specify below)

(Check all applicable)

OMB APPROVAL

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January 31,

2005

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Number:

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100

4. If Amendment, Date Original

(Instr. 8)

Executive Vice President 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

(Instr. 4)

Person

below)

HOUSTON, TX 77056

(City) (State) (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)

5. Amount of Securities Beneficially Owned

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

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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)

(Instr. 4)

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 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	() ()		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					((I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock / Units (1)	\$ 0 (2)	02/20/2015		A	4	15,000		(3)	(3)	Common Stock	45,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Riney Stephen J 2000 POST OAK BLVD. SUITE 100 HOUSTON, TX 77056

Executive Vice President

Signatures

Cheri L. Peper, Attorney-in-Fact

02/23/2015

**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 02/18/2015, the reporting person was granted 45,000 restricted stock units. The restricted stock units will vest 9,000 on each of 03/01/2016, 02/18/2017, 02/18/2018. 02/18/2019, and 02/18/2020. Upon vesting, Apache

(3) will issue one share of common stock for each restricted stock unit, and 5,400 shares out of each 9,000 shares will not be eligible for sale by the reporting person until such time as he retires or otherwise terminates employment with the company. Data provided by plan administrator on 02/20/2015.

Remarks:

Note: Also see attached Exhibit EX-24 POA.

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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