

Graham Jon  
 Form 4  
 May 08, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Graham Jon

(Last) (First) (Middle)  
 2000 POST OAK BLVD., SUITE 100  
 (Street)

HOUSTON, TX 77056

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 APACHE CORP [APA]

3. Date of Earliest Transaction (Month/Day/Year)  
 05/08/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr.)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units <sup>(1)</sup>	\$ 0 <sup>(1)</sup>	05/08/2012	M	491						<sup>(2)</sup>	<sup>(2)</sup>	Common Stock <sup>(3)</sup>	491	\$
Phantom Stock Units <sup>(1)</sup>	\$ 0 <sup>(1)</sup>	05/08/2012	M	525						<sup>(4)</sup>	<sup>(4)</sup>	Common Stock <sup>(3)</sup>	525	\$
Phantom Stock Units <sup>(1)</sup>	\$ 0 <sup>(1)</sup>	05/08/2012	M	800						<sup>(5)</sup>	<sup>(5)</sup>	Common Stock <sup>(3)</sup>	800	\$
Restricted Stock / Units <sup>(6)</sup>	\$ 0 <sup>(7)</sup>	05/08/2012	M						491	<sup>(8)</sup>	<sup>(8)</sup>	Common Stock <sup>(3)</sup>	491	\$
Restricted Stock / Units <sup>(6)</sup>	\$ 0 <sup>(7)</sup>	05/08/2012	M						800	<sup>(9)</sup>	<sup>(9)</sup>	Common Stock <sup>(3)</sup>	800	\$
Restricted Stock / Units <sup>(6)</sup>	\$ 0 <sup>(7)</sup>	05/08/2012	M						525	<sup>(10)</sup>	<sup>(10)</sup>	Common Stock <sup>(3)</sup>	525	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graham Jon 2000 POST OAK BLVD. SUITE 100 HOUSTON, TX 77056			Vice President	

## Signatures

Cheri L. Peper,  
Attorney-in-Fact

05/08/2012

         \*\*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) 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 Plan - effective as of 05/05/2012. Data provided by the plan administrator on 05/08/2012.  
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.
- (3) Exempt acquisition pursuant to Rule 16b-3(d). Accrued under the deferred compensation provisions of Apache's Deferred Delivery Plan - effective as of 05/07/2012. Data provided by the plan administrator on 05/08/2012.
- (4) Exempt acquisition pursuant to Rule 16b-3(d). Accrued under the deferred compensation provisions of Apache's Deferred Delivery Plan - effective as of 05/06/2012. Data provided by the plan administrator on 05/08/2012.
- (5) With tandem tax withholding right
- (6) One share of Apache common stock for each restricted stock unit.
- (7) Vesting on 05/05/2012 of restricted stock units under employer plan - data provided by plan administrator on 05/08/2012. Vesting occurs 25% per year over four years.
- (8) Vesting on 05/06/2012 of restricted stock units under employer plan - data provided by plan administrator on 05/08/2012. Vesting occurs 25% per year over four years.
- (9) Vesting on 05/07/2012 of restricted stock units under employer plan - data provided by plan administrator on 05/08/2012. Vesting occurs 25% per year over four years.
- (10)

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.