Edgar Filing: SAUER JON W - Form 4

CALED ION W

Form 4	vv										
May 23, 2012									OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287				
if no long subject to Section 16 Form 4 or Form 5		SECURI	TIES			NERSHIP OF ge Act of 1934,	Expires: Estimated a burden hou response	irs per			
obligation may conti <i>See</i> Instru 1(b).	nue. Section 17(a) of the]	Public Ut		ng Com	pany	Act o	f 1935 or Sectio	n		
(Print or Type R	esponses)										
SAUER JON W Symbo			Symbol	Name and T		Tradin	g	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	liddle)	3. Date of Earliest Transaction				(Check all applicable)				
			(Month/Da 05/22/20	h/Day/Year) 2/2012				Director 10% Owner X Officer (give title Other (specify below) below) Vice President			
				ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON,	TX 77056							Form filed by M Person	More than One Ro	eporting	
(City)	(State) (Zip)	Table	e I - Non-De	rivative S	ecurit	ties Aco	quired, Disposed o	f, 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)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Stock (1)	05/22/2012			M <u>(2)</u>	1,585	А	\$0	20,342	D		
Common Stock (1)								4,471.954	I	Held by trustee of 401(k) plan	

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 (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of Derivative TransactionSecurities Acquired (A) Code or Disposed of (D) (Instr. 8) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)		
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor Numl Share
Phantom Stock Units <u>(3)</u>	\$ 0	05/22/2012		J	29.7453		<u>(4)</u>	(4)	Common Stock (1)	29.
Phantom Stock Units <u>(3)</u>	\$ 0	05/22/2012		М		1,585	(2)	(2)	Common Stock (1)	1,
Phantom Stock Units <u>(3)</u>	\$ 0	05/22/2012		F		528.5059	(5)	(5)	Common Stock (1)	528
Phantom Stock Units (3)	\$ 0	05/22/2012		J		0.5176	(6)	(6)	Common Stock (1)	0.5

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SAUER JON W 2000 POST OAK BOULEVARD, SUITE 100 HOUSTON, TX 77056			Vice President			

Signatures

Cheri L. Peper, Attorney-in-Fact 05/23/2012

**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).

The shares of common stock of Apache are deemed to also represent certain preferred stock purchase rights ('Rights'). The Rights are not(1) 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 05/22/2012. Data provided by the plan administrator on 05/23/2012.
- (3) One share of Apache common stock for each phantom stock unit.

(4)

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Exempt acquisition pursuant to Rule 16b-3(d) - accrued under the deferred compensation provisions of Apache's Deferred Delivery Plan as of 05/22/2012 - data provided by the plan administrator on 05/23/2012.

- (5) Exempt transaction units used to cover required tax withholding on a transaction exempt under Rule 16b-3 as of 05/22/2012 data provided by the plan administrator on 05/23/2012.
- (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 05/22/2012 data provided by the plan administrator on 05/23/2012.

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.