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Form 4										
May 24, 202								OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check th if no lon	ger			Expires:	January 31, 2005					
subject t Section Form 4 Form 5	STATEN 16. or	AENT OI		SECUI	Estimated burden hou response	d average ours per				
obligatio may con See Instr 1(b).	ons Section 17(a) of the l	Public U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 1940			
(Print or Type	Responses)									
1. Name and A SAUER JO	2. Issuer Name and Ticker or Trading Symbol APACHE CORP [APA]				5. Relationship of Reporting Person(s) to Issuer					
(Last)	3. Date of	of Earliest T	ransaction		(Check all applicable)					
2000 POST SUITE 100	(Month/Day/Year) 05/23/2012				Director 10% Owner X Officer (give title Other (specify below) below) Vice President					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
HOUSTON	I, TX 77056						Person	More than One K	epotting	
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution any (Month/Day/Year)		Date, if TransactionAcquired (A) or Code Disposed of (D)			(A) or of (D) 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					inforn requii	nation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	3)	Acquire (A) or Dispose (D) (Instr. 3, and 5)	d of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock / Units (1)	\$ 0	05/23/2012		А		2,545		(2)	(2)	Common Stock (3)	2,545
Option (Buy \$82.63) (1)	\$ 82.63	05/23/2012		А		6,741		(4)	05/22/2022	Common Stock (3)	6,741

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				
Signaturas							

Signatures

Cheri L. Peper, Attorney-in-Fact 05/24/2012

**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) With tandem tax withholding right
- (2) Restricted stock units granted 05/22/2012 under employer plan data received from plan administrator on 05/23/2012. The units vest 25% per year on 06/01/2013, 05/22/2014, 05/22/2015 and 05/22/2016.
- The shares of common stock of Apache are deemed to also represent certain preferred stock purchase rights ('Rights'). The Rights are not(3) 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.
- (4) Stock option granted 05/22/2012 under employer plan data received from the plan administrator on 05/23/2012. Exercisable ratably over four years beginning 06/22/2013.

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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