GRAHAM PATRICIA ALBJERG

Form 4

August 16, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GRAHAM PATRICIA ALBJERG			2. Issuer Name and Ticker or Trading Symbol APACHE CORP [APA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
HARVARD GRAD SCHOOL			08/15/2012	Officer (give title Other (specify		
EDUCATION, 420 GUTMAN LIBRARY		ΓMAN		below) below) Director		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
CAMBRIDO	GE, MA 021	.38		Form filed by More than One Reporting Person		

(State)

(Zip)

(City)

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1.Title of	2. Transaction Date		3.	4. Secur		•	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year) Execution Date, if		Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)	any		Code (Instr. 3, 4 and 5)		Beneficially	Form: Direct	Beneficial		
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common	08/15/2012		M(2)	949	A	\$ 0	7,614.807	D	
Stock (1)									
Common Stock (1)	08/15/2012		D(3)	380	D	\$ 87.73	7,234.807	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exer Expiration D (Month/Day,	ate	7. Title and Underlying (Instr. 3 and	Securities	8 II S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Restricted Stock / Units	\$ 0 (4)	08/15/2012		M		949	(2)	(2)	Common Stock (1)	949					
Restricted Stock / Units	\$ 0 (4)	08/15/2012		A	2,279		(5)	<u>(5)</u>	Common Stock (1)	2,279					

De

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GRAHAM PATRICIA ALBJERG HARVARD GRAD SCHOOL EDUCATION 420 GUTMAN LIBRARY CAMBRIDGE, MA 02138	X		Director			

Signatures

Cheri L. Peper,
Attorney-in-Fact

**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 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) Vesting on 08/15/2012 of restricted stock units granted to each of Apache's non-employee directors under 2011 Omnibus Equity Compensation Plan.

This transaction is not a sale. Exempt disposition to issuer of portion of restricted stock units payable in cash upon vesting. The 2011 Omnibus Equity Compensation Plan contained such provision when approved by stockholders in May 2011, and the restricted stock units

(3) contained such terms when granted under the terms of such plan. Of the total 949 restricted stock units that vested on 08/15/2012, 60 percent (569 restricted stock units) is payable in Apache common stock and 40 percent (380 restricted stock units) is payable in cash and is characterized in this report as a disposition to the issuer.

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- (4) One share of Apache common stock for each restricted stock unit.
- Restricted stock units granted on 08/15/2012 to each of Apache's non-employee directors under 2011 Omnibus Equity Compensation
- (5) Plan, which plan was approved by stockholders in May 2011. The units vest 50% thirty days after grant date and 50% twelve months after grant date. There are no dividend equivalents associated with this grant.

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.