

APACHE CORP  
Form 4  
June 02, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
06/01/2014

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)
			Code	V Amount (D) Price			
Common Stock	06/01/2014		M <sup>(1)</sup>	408 A \$ 0	1,582	D	
Common Stock					4,878.637	I	Held by trustee of 401(k) plan
Common Stock					7,899.609	I	Held by trustee of NQ plan

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 (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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Phantom Stock Units <sup>(2)</sup>	\$ 0 <sup>(2)</sup>	06/01/2014		M	1,062	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	1,
Phantom Stock Units <sup>(2)</sup>	\$ 0 <sup>(2)</sup>	06/01/2014		M	408	06/01/2014	<sup>(1)</sup>	Common Stock	4
Phantom Stock Units <sup>(2)</sup>	\$ 0 <sup>(2)</sup>	06/01/2014		F	136.2063	06/01/2014	<sup>(4)</sup>	Common Stock	136
Phantom Stock Units <sup>(2)</sup>	\$ 0 <sup>(2)</sup>	06/01/2014		D	0.6188	06/01/2014	<sup>(5)</sup>	Common Stock	0.6
Restricted Stock / Units <sup>(6)</sup>	\$ 0 <sup>(7)</sup>	06/01/2014		M	1,062	<sup>(8)</sup>	<sup>(8)</sup>	Common Stock	1,

## 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

06/02/2014

        \*\*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) Distribution under provisions of Apache's Deferred Delivery Plan (exempt transaction under Rule16b-3) as of 06/01/2014.
- (2) One share of Apache common stock for each phantom stock unit.
- (3) Exempt acquisition pursuant to Rule 16b-3(d). Accrued under the deferred compensation provisions of Apache's Deferred Delivery Plan - effective as of 06/01/2014.
- (4) Units used to cover required tax withholding (exempt transaction under Rule16b-3) as of 06/01/2014.
- (5) Disposition to issuer involving settlement of fractional unit in cash (exempt transaction under Rule16b-3) as of 06/01/2014.
- (6) With tandem tax withholding right
- (7) One share of Apache common stock for each restricted stock unit.
- (8) Vesting on 06/01/2014 of restricted stock units under employer plan. Vesting occurs 25% per year over four years.

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.