

APACHE CORP
Form 4
June 02, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(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
__X__ Officer (give title below) ____ Other (specify
below)

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/01/2014		M ⁽¹⁾	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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(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Phantom Stock Units ⁽²⁾	\$ 0 ⁽²⁾	06/01/2014		M		1,062		⁽³⁾	⁽³⁾	Common Stock	1,062
Phantom Stock Units ⁽²⁾	\$ 0 ⁽²⁾	06/01/2014		M			408	06/01/2014	⁽¹⁾	Common Stock	408
Phantom Stock Units ⁽²⁾	\$ 0 ⁽²⁾	06/01/2014		F		136.2063		06/01/2014	⁽⁴⁾	Common Stock	136.2063
Phantom Stock Units ⁽²⁾	\$ 0 ⁽²⁾	06/01/2014		D		0.6188		06/01/2014	⁽⁵⁾	Common Stock	0.6188
Restricted Stock / Units ⁽⁶⁾	\$ 0 ⁽⁷⁾	06/01/2014		M		1,062		⁽⁸⁾	⁽⁸⁾	Common Stock	1,062

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.

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