

Bedingfield John R.
Form 4
March 03, 2011

FORM 4

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

OMB APPROVAL

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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 *
Bedingfield John R.

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)
2000 POST OAK BLVD, SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

HOUSTON, TX 77056

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V Amount (D) Price			
Common Stock ⁽¹⁾	03/03/2011		M ⁽²⁾	813 A \$ 0	9,549	D	
Common Stock ⁽¹⁾	03/03/2011		F ⁽³⁾	216 D \$ 120.86	9,333	D	
Common Stock ⁽¹⁾					9,467.348	I	Held by Trustee of 401(k) Plan
Common Stock ⁽¹⁾					3,752.318	I	Held by Trustee of NQ Plan

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- \$108.00 price threshold attained on 02/29/2008 under the terms of 2005 Share Appreciation Plan - data for the 03/01/2011 vesting
- (2) provided by the plan administrator on 03/03/2011. Grant vested one-fourth on each of 02/29/2008, 03/01/2009, 03/01/2010, and 03/01/2011, and vested portion distributed within 30 days of each such date.
 - (3) Shares used to cover required tax withholding on 03/01/2011 vesting of conditional grant - data provided by the plan administrator on 03/03/2011.
 - (4) With tandem tax withholding right

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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