CRUM JOHN A Form 4 March 09, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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 * **CRUM JOHN A**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Symbol

(Last) (First) (Middle)

(Street)

APACHE CORP [APA] 3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

2000 POST OAK

(Month/Day/Year) 03/07/2011

_X__ Officer (give title _ Other (specify below)

BOULEVARD, SUITE 100

4. If Amendment, Date Original

Former Executive Officer 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

HOUSTON, TX 77056

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivativ	e Secu	rities Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. 4. Securities Acquired (A) or Execution Date, if TransactiorDisposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) Price		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 (1)	03/07/2011(2)		M	5,600	A	\$ 56.73	78,579.081	D	
Common Stock (1)	03/07/2011(2)		M	4,900	A	\$ 71.88	83,479.081	D	
Common Stock (1)	03/07/2011(2)		M	8,250	A	\$ 74.1	91,729.081	D	
Common Stock (1)	03/07/2011(2)		M	2,275	A	\$ 82.55	94,004.081	D	
Common Stock (1)	03/07/2011(2)		S	21,025	D	\$ 123.2753 (3)	72,979.081	D	

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Common Stock (1)	8,071.013	I	Held by trustee of 401(k) plan
Common Stock (1)	8.473	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)	onDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Restricted Stock / Units (4)	\$ 0	03/07/2011		Н		41,375	<u>(5)</u>	<u>(5)</u>	Common Stock (1)	41,37
Option (Buy \$56.73) (4)	\$ 56.73	03/07/2011(2)		M		5,600	05/05/2009	05/05/2015	Common Stock (1)	5,60
Option (Buy \$71.88) (4)	\$ 71.88	03/07/2011(2)		M		4,900	05/03/2010	05/03/2016	Common Stock (1)	4,90
Option (Buy \$74.10) (4)	\$ 74.1	03/07/2011(2)		M		8,250	<u>(6)</u>	05/02/2017	Common Stock (1)	8,25
Option (Buy \$74.10) (4)	\$ 74.1	03/07/2011		Н		2,750	<u>(5)</u>	05/02/2017	Common Stock (1)	2,75
Option (Buy \$135.83) (4)	\$ 135.83	03/07/2011		Н		3,500	<u>(5)</u>	05/07/2018	Common Stock (1)	3,50
Conditional Grant / (\$216 Theshold)	\$ 0	03/07/2011		Н		3,890	(5)	12/31/2012	Common Stock (1)	3,89
	\$ 82.55	03/07/2011(2)		M		2,275	<u>(7)</u>	05/06/2019		2,27

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Option (Buy \$82.55) (4)							Common Stock (1)	
Option (Buy \$82.55) (4)	\$ 82.55	03/07/2011	Н	6,825	<u>(5)</u>	05/06/2019	Common Stock (1)	6,82
Option (Buy \$99.30) (4)	\$ 99.3	03/07/2011	Н	24,414	(5)	05/05/2020	Common Stock (1)	24,41

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CRUM JOHN A 2000 POST OAK BOULEVARD SUITE 100 HOUSTON, TX 77056

Former Executive Officer

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) Stock option exercises and share sales on 03/04/2011 data provided by plan administrator on 03/07/2011.
- (3) Weighted average price within a one dollar price range. Sale prices range from \$123.20 to \$123.47 per share. Upon request, full information regarding the number of shares sold at each separate price will be provided.
- (4) With tandem tax withholding right
- (5) Upon termination of employment, forfeited for no value exempt pursuant to Rule 16(b)-6(d).
- (6) Exercisable ratably over four years, beginning 05/02/2008.
- (7) Exercisable ratably over four years beginning 05/06/2010.

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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