Graham Jon Form 4 October 02, 2012

### 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).

1. Name and Address of Reporting Person \*

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

2. Issuer Name and Ticker or Trading

APACHE CORP [APA]

Symbol

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

Graham Jon

(Last)	(First)	Middle)	3. Date of Earliest Transaction					(Check all applicable)				
` ,	,	,	(Month/D						Director	100	% Owner	
2000 POST OAK BLVD., SUITE				•	'				Officer (given)		er (specify	
			10/01/20	10/01/2012						below)	` 1	
100							Vice President					
(Street) 4. If A				ndment,	Date	e Original			6. Individual or Joint/Group Filing(Check			
Filed				iled(Month/Day/Year)					Applicable Line)  X Form filed by One Reporting Person			
HOUSTON,							Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security			emed on Date, if	3. Transactio		4. Securities on Acquired (A) or			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)				Code Disposed of (D)					Beneficially	(D) or	Beneficial	
(,		-	/Day/Year)	(Instr.	8)	(Instr. 3,	•		Owned	Indirect (I)	Ownership	
									Following	(Instr. 4)	(Instr. 4)	
				(A)			Reported					
							(A) or		Transaction(s)			
				Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	10/01/2012			M(2)		382	A	\$ 0	913	D		
Stock (1)				_				' -				
											Held by	
Common									2 100 050		trustee of	
Stock (1)									3,100.058	I	401(k)	
											plan	
											•	
Common											Held by	
Stock (1)									4,302.967	I	trustee of	
5.00K											NQ plan	

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

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

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Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Estimated average

burden hours per

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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. Transactic Code (Instr. 8)	FransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (3)	\$ 0 (3)	10/01/2012		M		382	(2)	(2)	Common Stock (1)	382
Phantom Stock Units (3)	\$ 0 (3)	10/01/2012		F		127.3381	<u>(4)</u>	<u>(4)</u>	Common Stock (1)	127.3381
Phantom Stock Units (3)	\$ 0 (3)	10/01/2012		D		0.0144	<u>(5)</u>	<u>(5)</u>	Common Stock (1)	0.0144

## **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

\*\*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.

Reporting Owners 2

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- (2) Exempt transaction pursuant to Rule 16(b)-3 distribution under the provisions of Apache's Deferred Delivery Plan, as of 10/01/2012. Data provided by the plan administrator on 10/02/2012.
- (3) One share of Apache common stock for each phantom stock unit.
- (4) Exempt transaction units used to cover required tax withholding on a transaction exempt under Rule 16b-3 as of 10/01/2012 data provided by the plan administrator on 10/02/2012.
- (5) Exempt transaction disposition to the issuer involving the settlement of a fractional unit in cash in connection with transaction exempt under Rule 16b-3 as of 10/01/2012 data provided by the plan administrator on 10/02/2012.

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.