

FARRIS G STEVEN
 Form 4
 January 03, 2013

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 *
FARRIS G STEVEN

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)
 01/02/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

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)
				(A) or (D)	Price		
Common Stock <u>(1)</u>	01/02/2013		M ⁽²⁾	50,000	A \$ 0	384,885	D
Common Stock <u>(1)</u>	01/02/2013		F ⁽³⁾	19,603	D \$ 80.74	365,282	D
Common Stock <u>(1)</u>						768.174	I Held by trustee of 401(k) plan
Common Stock <u>(1)</u>						16,557.883	I Held by Trustee of NQ Plan

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Common Stock <u>(1)</u>	271	I	By Spouse
Common Stock <u>(1)</u>	26,217.48	I	Held in IRA
Common Stock <u>(1)</u>	3,000	I	By PME 2011 Trust
Common Stock <u>(1)</u>	3,000	I	By ARE 2011 Trust

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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock / Units <u>(4)</u>	\$ 0 <u>(5)</u>	01/02/2013		M	50,000	<u>(2)</u> <u>(2)</u>	Common Stock <u>(1)</u>	50,000
Restricted Stock / Units <u>(4)</u>	\$ 0					<u>(6)</u> <u>(6)</u>	Common Stock <u>(1)</u>	93

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARRIS G STEVEN 2000 POST OAK BLVD. SUITE 100 HOUSTON, TX 77056	X		Chairman and CEO	

Signatures

Cheri L. Peper,
Attorney-in-Fact

01/03/2013

__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
(1) 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.

- Vesting on 01/02/2013 of restricted stock units pursuant to restricted stock unit award agreement under employer plan. Of these 50,000
(2) shares, 30,000 shares (18,238 shares after tax withholding) will not be eligible for sale by Mr. Farris until such time as he retires as chief executive officer or otherwise terminates employment with the company.
- (3) Shares withheld to cover required tax withholding on vesting of restricted stock units effective as of 01/02/2013.
 - (4) With tandem tax withholding right
 - (5) One share of Apache common stock for each restricted stock unit.
 - (6) Restricted stock units granted under employer plan. The units vest ratably over four years beginning one year from the date of grant.

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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