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APACHE C Form 4										
November 2	ЛЛ								PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANG Washington, D.C. 20549							COMMISSIO	N OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 d	ger STATEN 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSH SECURITIES							January 31, 2005 average urs per . 0.5	
Form 5 obligation may con <i>See</i> Instr 1(b).	ons Section 17(a) of the l	Public U	Itility Hol	lding Coi		nge Act of 1934, of 1935 or Secti 940			
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Bay Annell R			2. Issuer Name and Ticker or Trading Symbol APACHE CORP [APA]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction				(Check all applicable)			
2000 POST OAK BLVD., SUITE 100			(Month/Day/Year) 11/21/2014				X Director 10% Owner Officer (give title Other (specify below) below) Director			
	4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
HOUSTON	I, TX 77056						Person		oporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/Da(Instr. 3)any (Month/Da		Date, if TransactionAcquired (A) or Code Disposed of (D)			(A) or of (D) 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Rej	port on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					inforr requi	nation cont red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Underlying Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3,	Disposed of (D)				(Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (1)	\$ 0 <u>(1)</u>	11/21/2014	J	3	(2)	(2)	Common Stock	3	\$ 75.7

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Bay Annell R 2000 POST OAK BLVD. SUITE 100 HOUSTON, TX 77056	Х		Director				
Signatures							
Cheri L. Peper, Attorney-in-Fact	11	/25/2014					

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) One share of Apache common stock for each phantom stock unit.

(2) Exempt acquisition pursuant to Rule 16b-3(d). Accrued under the deferred compensation provisions of Apache's 2011 Omnibus Equity Compensation Plan (directors' deferral program) - effective as of 11/21/2014. Data provided by the plan administrator on 11/24/2014.

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.