#### Edgar Filing: LAWRENCE GEORGE D - Form 4

#### LAWRENCE GEORGE D

Form 4

September 16, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

Number:

Expires:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Ad LAWRENCE	•	_	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			APACHE CORP [APA]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
2000 POST (	OAK BLVD	O, SUITE	(Month/Day/Year) 09/15/2011	_X Director 10% Owner Officer (give title Other (specify below) Director			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
HOUSTON,	TX 77056		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	equired, Disposed of, or Beneficially Owned			

					~		, <b>F</b>	-,	-5
1.Title of Security	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of (D)			•	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(Wolld Day Tear)	any Code (Instr. 3, 4 and 5)  (Month/Day/Year) (Instr. 8)		` ′	Beneficially Owned	Form: Direct (D) or			
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock (1)	09/15/2011		M(2)	948	A	\$ 0	32,708	D	
Common Stock (1)	09/15/2011		D(3)	379	D	\$ 97.81	32,329	D	

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

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# 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)	4. Transact Code (Instr. 8)	ctionof I Derivative (		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
			Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock / Units	\$ 0 (4)	09/15/2011	M		948	(2)	(2)	Common Stock (1)	948	\$ (

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LAWRENCE GEORGE D						
2000 POST OAK BLVD	X		Director			
SUITE 100			Director			
HOUSTON, TX 77056						

# **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) Vesting on 09/15/2011 of restricted stock units granted to each of Apache's non-employee directors under 2011 Omnibus Equity Compensation Plan.
  - This transaction is not a sale. Exempt disposition to issuer of portion of restricted stock units payable in cash upon vesting. The 2011 Omnibus Equity Compensation Plan contained such provision when approved by stockholders in May 2011, and the restricted stock units
- (3) contained such terms when granted under the terms of such plan. Of the total 948 restricted stock units that vested on 09/15/2011, 60 percent (569 restricted stock units) is payable in Apache common stock and 40 percent (379 restricted stock units) is payable in cash and is characterized in this report as a disposition to the issuer.
- (4) One share of Apache common stock for each restricted stock unit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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