DYE ROBERT J Form 4 May 08, 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

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

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading DYE ROBERT J Symbol

APACHE CORP [APA]

3. Date of Earliest Transaction

(Month/Day/Year)

2000 POST OAK BLVD, SUITE 05/08/2012

(Middle)

(First)

(Street)

100

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title below) below)

Sr. Vice President, Global / Comm & Corp

Affairs

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

HOUSTON, TX 77056

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	' '			5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock (1)	05/08/2012		M(2)	516	A	\$ 0	34,622	D	
Common Stock (1)	05/08/2012		F(3)	137	D	\$ 89.06	34,485	D	
Common Stock (1)	05/08/2012		M(4)	825	A	\$ 0	35,310	D	
Common Stock (1)	05/08/2012		F(5)	219	D	\$ 89.06	35,091	D	
Common Stock (1)	05/08/2012		M(6)	600	A	\$ 0	35,691	D	

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Common Stock (1)	05/08/2012	F <u>(7)</u>	159	D	\$ 87.84	35,532	D	
Common Stock (1)						7,509.385	I	Held by Trustee 401(k) Plan
Common Stock (1)						3,075	I	By Trusts fbo Children

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)	4. Transactic Code (Instr. 8)	Deriv Secur Acqu (A) o Dispo of (D (Instr	5. Number 6. Date Exercisable and Expiration Date Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock / Units (8)	\$ 0	05/08/2012	M		516	(2)	(2)	Common Stock (1)	516	\$ 0
Restricted Stock / Units (8)	\$ 0	05/08/2012	M		825	<u>(4)</u>	<u>(4)</u>	Common Stock (1)	825	\$ 0
Restricted Stock / Units (8)	\$ 0	05/08/2012	M		600	<u>(6)</u>	<u>(6)</u>	Common Stock (1)	600	\$ 0

Reporting Owners

Reporting Owner Name / Address				Relationships	
	Director	10% Owner	Officer		Other

2 Reporting Owners

DYE ROBERT J 2000 POST OAK BLVD, SUITE 100 HOUSTON, TX 77056

Sr. Vice President, Global Comm & Corp Affairs

Signatures

Cheri L. Peper, Attorney-in-Fact

05/08/2012

**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 05/05/2012 of restricted stock units under employer plan data provided by plan administrator on 05/08/2012. Vesting occurs 25% per year over four years.
- (3) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/05/2012 data provided by plan administrator on 05/08/2012.
- (4) Vesting on 05/06/2012 of restricted stock units under employer plan data provided by plan administrator on 05/08/2012. Vesting occurs 25% per year over four years.
- (5) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/06/2012 data provided by plan administrator on 05/08/2012.
- (6) Vesting on 05/07/2012 of restricted stock units under employer plan data provided by plan administrator on 05/08/2012. Vesting occurs 25% per year over four years.
- (7) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/07/2012 data provided by plan administrator on 05/08/2012.
- (8) With tandem tax withholding right

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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