MCARDLE JANINE J

Form 4 May 23, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person MCARDLE JANINE J	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	3. Date of Earliest Transaction	(encor an approach)			
2000 POST OAK BOULEVARD SUITE 100	(Month/Day/Year) 05/22/2012	Director 10% Owner _X Officer (give title Other (specify below)			
(Street)	4. If Amendment, Date Original				
HOUSTON, TX 77056	Filed(Month/Day/Year)				
(City) (State) (Zip)	Table I - Non-Derivative Securities A	acquired, Disposed of, or Beneficially Owned			
1.Title of 2. Transaction Date 2.	Deemed 3. 4. Securities	5. Amount of 6. Ownership 7. Nature of			

		Table 1 - Non-Derivative Securities Acquired, Disposed 61, 61 Deficicianty Owned						ly Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio			5. Amount of Securities	6. Ownership Form: Direct		
(Instr. 3)	• •	any	Code	Disposed	` ′		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
				(A)		Reported			
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock (1)	05/22/2012		M(2)	725	A	\$0	18,000	D	
Common Stock (1)							462	I	Held by Spouse
Common Stock (1)							114	I	Held by Son

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

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number.

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. Transactio Code (Instr. 8)	5. Number of or 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Phantom Stock Units (3)	\$ 0	05/22/2012		J	1.9871		<u>(4)</u>	<u>(4)</u>	Common Stock (1)	1.98
Phantom Stock Units (3)	\$ 0	05/22/2012		M		725	(2)	(2)	Common Stock (1)	72
Phantom Stock Units (3)	\$ 0	05/22/2012		F		241.9665	<u>(5)</u>	<u>(5)</u>	Common Stock (1)	241.9
Phantom Stock Units (3)	\$ 0	05/22/2012		J		0.8996	<u>(6)</u>	<u>(6)</u>	Common Stock (1)	0.89

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MCARDLE JANINE J 2000 POST OAK BOULEVARD, SUITE 100 HOUSTON, TX 77056

Senior 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.
- (2) Exempt transaction pursuant to Rule 16(b)-3 distribution under the provisions of Apache's Deferred Delivery Plan, as of 05/22/2012. Data provided by the plan administrator on 05/23/2012.

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- (3) One share of Apache common stock for each phantom stock unit.
- (4) Exempt acquisition pursuant to Rule 16b-3(d) accrued under the deferred compensation provisions of Apache's Deferred Delivery Plan as of 05/22/2012 data provided by the plan administrator on 05/23/2012.
- (5) Exempt transaction units used to cover required tax withholding on a transaction exempt under Rule 16b-3 as of 05/22/2012 data provided by the plan administrator on 05/23/2012.
- (6) 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 05/22/2012 data provided by the plan administrator on 05/23/2012.

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.