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Form 4	CH MICHAEL S													
June 04, 20	ЛЛ			DITII	70			ANCE	CONDUCCI		OM	IB APF	ROVA	L
UNITED STATES SECU					URITIES AND EXCHANGE COMMISSION Vashington, D.C. 20549							er:	3235-0	0287
Subject to Section 16. Form 4 or			CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							F	Expires:January 31, 2005Estimated average burden hours per response0.5		2005	
-	ions Filed pu	(a) of the Pu	ıblic U	Jtility	Ho		ompa	ny Act	ge Act of 1934 of 1935 or Sec 940					
(Print or Type	e Responses)													
			2. Issuer Name and Ticker or Trading Symbol APACHE CORP [APA]					5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First)					Fransactio			(Check all applicable)					
(Month				$\frac{1}{2} \frac{1}{2} \frac{1}$					· · · · · · · · · · · · · · · · · · ·					
			d(Month/Day/Year) Applicat _X_For					Applicable Line _X_ Form filed	iled by One Reporting Person					
HOUSTO	N, TX 77056								Form filed b Person	ру Мо	re than O	ne Repo	rting	
(City)	(State)	(Zip)	Tab	ble I - N	lon-	-Derivativ	e Sec	urities A	cquired, Dispose	d of, c	or Bene	ficially	Owned	L
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or					5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Forn Dire	ct (D) direct	7. Nat Benef Owne (Instr.	rship	ndirect
G				Code	v	Amount	(D)	Price	(Instr. 3 and 4)					
Common Stock (1)	06/04/2012			M <u>(2)</u>		984	А	\$0	40,073.666	D				
Common Stock (1)	06/04/2012			F <u>(3)</u>		359	D	\$ 79.37	39,714.666	D				
Common Stock (1)									548	Ι		By S	ons	
Common Stock (1)									4,950	I		-	rust fb news & es	
									550	Ι				

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By

Granddaughters

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. Transacti Code (Instr. 8)	5. Number on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration E (Month/Day	Date	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Derival Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock / Units (4)	\$ 0	06/04/2012		М	984	(2)	(2)	Common Stock (1)	984	\$ C

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
BAHORICH MICHAEL S 2000 POST OAK BLVD. SUITE 100 HOUSTON, TX 77056			Exec Vice President &	Chief Technology Officer					
Signatures									

nynaluies

Common

Stock (1)

Cheri L. Peper,	06/04/2012
Attorney-in-Fact	00/04/2012

**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).

(1)

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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 06/01/2012 of restricted stock units under employer plan data provided by plan administrator on 06/04/2012. Vesting occurs 25% per year over four years.
- (3) Shares withheld to cover required tax withholding on vesting of restricted stock units effective as of 06/01/2012 data provided by plan administrator on 06/04/2012.
- (4) 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.