Graham Jon Form 4 October 02, 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 obligations

may continue. See Instruction 1(b).

1. Name and Address of Reporting Person *

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

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

2. Issuer Name and Ticker or Trading

APACHE CORP [APA]

Symbol

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

Graham Jon

(Last)	(First)	Middle)	3. Date of Earliest Transaction					(Check all applicable)			
(Zust) (Trist) (Tristie)			(Month/Day/Year)						Director	100	% Owner
2000 POST OAK BLVD., SUITE				•	'				Officer (given)		er (specify
			10/01/20	10/01/2012						below) below)	
100							Vice President				
	4. If Amer	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	Filed(Mon	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
HOUSTON,											
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										lly Owned
1.Title of Security	2. Transaction Da (Month/Day/Year		2A. Deemed Execution Date, if		3. Transactio		ties	r	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3) any			on Dute, n	on Date, if TransactionAcquired (A) or Code Disposed of (D)					Beneficially	(D) or	Beneficial
(,		-	/Day/Year)						Owned	Indirect (I)	Ownership
									Following	(Instr. 4)	
			(A)			Reported					
							or		Transaction(s)		
				Code	V	Amount	(D)	Price	(Instr. 3 and 4)		
Common	10/01/2012			M(2)		382	A	\$ 0	913	D	
Stock (1)				_				' -			
											Held by
Common									2 100 050		trustee of
Stock (1)									3,100.058	I	401(k)
											plan
											•
Common											Held by
Stock (1)									4,302.967	I	trustee of
5.00K											NQ plan

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

OMB APPROVAL

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January 31,

2005

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response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Estimated average

burden hours per

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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 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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (3)	\$ 0 (3)	10/01/2012		M		382	(2)	(2)	Common Stock (1)	382
Phantom Stock Units (3)	\$ 0 (3)	10/01/2012		F	12	7.3381	<u>(4)</u>	<u>(4)</u>	Common Stock (1)	127.3381
Phantom Stock Units (3)	\$ 0 (3)	10/01/2012		D	0	.0144	(5)	<u>(5)</u>	Common Stock (1)	0.0144

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Graham Jon

2000 POST OAK BLVD.

SUITE 100

HOUSTON, TX 77056

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.

Reporting Owners 2

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- (2) Exempt transaction pursuant to Rule 16(b)-3 distribution under the provisions of Apache's Deferred Delivery Plan, as of 10/01/2012. Data provided by the plan administrator on 10/02/2012.
- (3) One share of Apache common stock for each phantom stock unit.
- (4) Exempt transaction units used to cover required tax withholding on a transaction exempt under Rule 16b-3 as of 10/01/2012 data provided by the plan administrator on 10/02/2012.
- (5) 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 10/01/2012 data provided by the plan administrator on 10/02/2012.

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.