

Bedingfield John R.
Form 4
April 22, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bedingfield John R.

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)
2000 POST OAK BLVD, SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/20/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

HOUSTON, TX 77056

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	04/20/2013		M ⁽²⁾	8,000 A \$ 0	29,993.665	D	
Common Stock ⁽¹⁾	04/20/2013		F ⁽³⁾	3,356 D \$ 68.84	26,637.665	D	
Common Stock ⁽¹⁾					10,570.908	I	Held by Trustee of 401(k) Plan
Common Stock ⁽¹⁾					8,328.357	I	Held by Trustee of NQ Plan

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of 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 of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock / Units ⁽⁴⁾	\$ 0 ⁽⁵⁾	04/20/2013		J ⁽⁶⁾	3,993	⁽⁶⁾ / ⁽⁶⁾	Common Stock ⁽¹⁾	3,993 75.
Restricted Stock / Units ⁽⁴⁾	\$ 0 ⁽⁵⁾	04/20/2013		M	8,000	⁽²⁾ / ⁽²⁾	Common Stock ⁽¹⁾	8,000 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bedingfield John R. 2000 POST OAK BLVD SUITE 100 HOUSTON, TX 77056			Vice President	

Signatures

Cheri L. Peper,
Attorney-in-Fact

04/22/2013

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) 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

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to such Rights, if any, is reflected in the market price of the common stock.

- (2) Vesting as of 04/20/2013 of restricted stock units pursuant to restricted stock unit award agreement under employer plan. Data provided by plan administrator on 04/22/2013.
- (3) Shares withheld to cover required tax withholding on vesting of restricted stock units effective as of 04/20/2013. Data provided by plan administrator on 04/22/2013.
- (4) With tandem tax withholding right
- (5) One share of Apache common stock for each restricted stock unit.
- (6) Disposition to the issuer for value in a non-exempt transaction.

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

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