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APACHE CORP

Form 4	3									
July 03, 2013 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). JUNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 1(b).							OMB Number: Expires: Estimated a burden hou response	rs per		
(Print or Type F	Responses)									
1. Name and A Leon Alfons	ddress of Reporti	ng Person <u>*</u>	Symbol	Name and		Fradin	g	5. Relationship of Issuer	f Reporting Pers	
(Last) C/O APACI CORPORA' BLVD., SU	TION, 2000 P	(Middle)	3. Date of (Month/D 07/01/20	•	insaction			Director X Officer (give below)	10%	Owner er (specify
HOUSTON	(Street)			ndment, Dat th/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by N	-	erson
HOUSTON	, IA //030							Person		
(City)	(State)	(Zip)	Tabl	e I - Non-Do	erivative S	Securi	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Executio any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	n(A) or Di (D)	ispose	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock (1)	07/01/2013			M <u>(2)</u>	1,000	А	\$0	12,359.927	D	
Common Stock (1)	07/01/2013			F <u>(3)</u>	420	D	\$ 83.3	11,939.927	D	

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

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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 onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock / Units (4)	\$ 0 <u>(5)</u>	07/01/2013		М	1,000	(2)	(2)	Common Stock (1)	1,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Leon Alfonso C/O APACHE CORPORATION 2000 POST OAK BLVD., SUITE 100 HOUSTON, TX 77056			Senior Vice President			

Signatures

Cheri L. Peper,	07/03/2013
Attorney-in-Fact	07/05/2015

**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(1) 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.
- Vesting on 07/01/2013 of restricted stock units pursuant to restricted stock unit award agreement under employer plan data provided by
 (2) plan administrator on 07/02/2013. Of these shares, 60 percent (net of required tax withholding) will not be eligible for sale by the reporting person until such time as he retires or otherwise terminates employment with the company.
- (3) Shares withheld to cover required tax withholding on vesting of restricted stock units effective as of 07/01/2013 data provided by plan administrator on 07/02/2013.
- (4) With tandem tax withholding right
- (5) One share of Apache common stock for each restricted stock unit.

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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