

APACHE CORP
Form 4/A
May 28, 2014

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).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnston Robert V. II

(Last) (First) (Middle)

2000 POST OAK BLVD., SUITE
100

(Street)

HOUSTON, TX 77056-4400

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
APACHE CORP [APA]

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

05/23/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/23/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Executive Vice President

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

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	05/23/2014		M ⁽¹⁾		760	A	\$ 0 9,830
						D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units ⁽²⁾	\$ 0 ⁽²⁾	05/23/2014		M		760		05/23/2014	⁽¹⁾	Common Stock	760
Phantom Stock Units ⁽²⁾	\$ 0 ⁽²⁾	05/23/2014		F		329.619		05/23/2014	⁽³⁾	Common Stock	329.619
Phantom Stock Units ⁽²⁾	\$ 0 ⁽²⁾	05/23/2014		D		0.0307		05/23/2014	⁽⁴⁾	Common Stock	0.0307

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnston Robert V. II 2000 POST OAK BLVD. SUITE 100 HOUSTON, TX 77056-4400			Executive Vice President	

Signatures

Cheri L. Peper,
Attorney-in-Fact

****Signature of Reporting Person**

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) Distribution under provisions of Apache's Deferred Delivery Plan (exempt transaction under Rule16b-3) as of 05/22/2014 - data provided by plan administrator on 05/23/2014. Amended footnote.
- (2) One share of Apache common stock for each phantom stock unit.
- (3) Units used to cover required tax withholding (exempt transaction under Rule16b-3) as of 05/22/2014 - data provided by plan administrator on 05/23/2014. Amended footnote.
- (4) Disposition to issuer involving settlement of fractional unit in cash (exempt transaction under Rule16b-3) as of 05/22/2014 - data provided by plan administrator on 05/23/2014. Amended footnote.

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.