Bedingfield John R. Form 4 March 03, 2011

## FORM 4

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 obligations may continue. See Instruction

1(b).

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)

(Last)

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

2. Issuer Name and Ticker or Trading

Symbol

APACHE CORP [APA]

3. Date of Earliest Transaction (Month/Day/Year) 03/03/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

2000 POST OAK BLVD, SUITE 100

(First)

(Street)

Director 10% Owner X\_ Officer (give title \_ Other (specify below)

6. Individual or Joint/Group Filing(Check

Vice President

(Middle)

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

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

HOUSTON, TX 77056

(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 (n(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock (1)	03/03/2011		M(2)	813	A	\$0	9,549	D		
Common Stock (1)	03/03/2011		F(3)	216	D	\$ 120.86	9,333	D		
Common Stock (1)							9,467.348	I	Held by Trustee of 401(k) Plan	
Common Stock (1)							3,752.318	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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SEC 1474 (9-02)

8. F Der Sec (Ins

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. Transactic Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Conditional Grant / (\$108 Threshold)	\$ 0	03/03/2011		M	813	03/01/2011	(2)	Common Stock (1)	813

# **Reporting Owners**

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

\*\*Signature of Reporting Person Da

## **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.

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- \$108.00 price threshold attained on 02/29/2008 under the terms of 2005 Share Appreciation Plan data for the 03/01/2011 vesting provided by the plan administrator on 03/03/2011. Grant vested one-fourth on each of 02/29/2008, 03/01/2009, 03/01/2010, and 03/01/2011, and vested portion distributed within 30 days of each such date.
- (3) Shares used to cover required tax withholding on 03/01/2011 vesting of conditional grant data provided by the plan administrator on 03/03/2011.
- (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.