

Gryder Rodney A.  
Form 4  
March 03, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Gryder Rodney A.

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)  
C/O APACHE CORPORATION, 2000 POST OAK BLVD., SUITE 100  
(Street)

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

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Vice President, Audit

HOUSTON, TX 77056-4400

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4)			
				(A) or (D)						
			Code	V	Amount		Price			
Common Stock <sup>(1)</sup>	03/03/2011		M <sup>(2)</sup>		740	A	\$ 0	5,475	D	
Common Stock <sup>(1)</sup>	03/03/2011		F <sup>(3)</sup>		196	D	\$ 120.86	5,279	D	
Common Stock <sup>(1)</sup>								1,374.452	I	Held by trustee of 401(k) plan

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



## Edgar Filing: Gryder Rodney A. - Form 4

\$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

Payable if Apache common stock attains the per share price threshold prior to 01/01/2009. If threshold is attained, will be paid over four

(5) vesting dates: within 30 days after the date on which the price threshold is attained, and the dates 12 months, 24 months, and 36 months following such date of attainment.

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.