

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Riney Stephen J</u>  (Last) (First) (Middle) 2000 POST OAK BLVD. SUITE 100  (Street) HOUSTON TX 77056  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>APACHE CORP [ APA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice Pres &amp; CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	02/01/2019		M <sup>(1)</sup>		5,813	A	\$0	70,526	D	
Common Stock	02/01/2019		F <sup>(2)</sup>		2,288	D	\$32.65	68,238	D	
Common Stock	02/01/2019		M		3,875	A	\$0 <sup>(3)</sup>	72,113	D	
Common Stock	02/01/2019		D <sup>(3)</sup>		3,875	D	\$32.65	68,238	D	
Common Stock	02/03/2019		M <sup>(4)</sup>		8,020	A	\$0	76,258	D	
Common Stock	02/03/2019		F <sup>(2)</sup>		3,156	D	\$32.65	73,102	D	
Common Stock								18,831.65	I	Held by Trustee of NQ Plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock / Units	\$0 <sup>(5)</sup>	02/01/2019		M		5,813		(1)	(1)	Common Stock	5,813	\$0	137,413	D	
Restricted Stock / Units	\$0 <sup>(3)</sup>	02/01/2019		M		3,875		(6)	(6)	Common Stock	3,875	\$0 <sup>(3)</sup>	133,538	D	
Restricted Stock / Units	\$0 <sup>(5)</sup>	02/03/2019		M		8,020		(4)	(4)	Common Stock	8,020	\$0	125,518	D	

**Explanation of Responses:**

- Vesting on 02/01/2019 of restricted stock units under the employer plan. Vesting occurs ratably over three years.
- Shares withheld to cover required tax withholding on vesting of restricted stock.
- Each restricted stock unit is the economic equivalent of one share of the Issuer's common stock and can only be settled in cash
- Vesting on 02/03/2019 of restricted stock units under employer plan. Vesting occurs ratably over three years.
- One share of Apache common stock for each restricted stock unit.
- Vesting on 02/01/2019 of cash-based restricted stock units granted under employer plan. Vesting occurs ratably over three years.

Raj Sharma, Attorney-in-Fact 02/05/2019

\*\* Signature of Reporting Person Date

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

\* 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).

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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