

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>EICHLER RODNEY J</u> (Last) (First) (Middle) 2000 POST OAK BOULEVARD, 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) President and / Chief Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) 05/23/2011	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 ⁽¹⁾	05/23/2011		M ⁽²⁾		1,878	A	\$0	14,865.634	D	
Common Stock ⁽¹⁾								12,878.856	I	Held by Trustee of 401(k) 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	Amount or Number of Shares				
Phantom Stock Units ⁽³⁾	\$0	05/23/2011		J		65.3846		(4)	(4)	Common Stock ⁽¹⁾	65.3846	\$121.06	57,210.0616	D	
Phantom Stock Units ⁽³⁾	\$0	05/23/2011		M		1,878		(2)	(2)	Common Stock ⁽¹⁾	1,878	\$0	55,332.0616	D	
Phantom Stock Units ⁽³⁾	\$0	05/23/2011		F		1,232.9253		(5)	(5)	Common Stock ⁽¹⁾	1,232.9253	\$121.06	54,099.1363	D	
Phantom Stock Units ⁽³⁾	\$0	05/23/2011		D		0.1656		(6)	(6)	Common Stock ⁽¹⁾	0.1656	\$121.06	54,098.9707	D	

Explanation of Responses:

- 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.
- Exempt transaction pursuant to Rule 16(b)-3 - distribution under the provisions of Apache's Deferred Delivery Plan, as of 05/23/2011. Data provided by the plan administrator on 05/24/2011.
- One share of Apache common stock for each phantom stock unit.
- Exempt acquisition pursuant to Rule 16b-3(d) - accrued under the deferred compensation provisions of Apache's Deferred Delivery Plan as of 05/23/2011 - data provided by the plan administrator on 05/24/2011.
- Exempt transaction - units used to cover required tax withholding on a transaction exempt under Rule 16b-3 as of 05/23/2011 - data provided by the plan administrator on 05/24/2011.
- Exempt transaction - disposition to the issuer involving the settlement of a fractional unit in cash in connection with transaction exempt under Rule 16b-3 as of 05/23/2011 - data provided by the plan administrator on 05/24/2011.

Cheri L. Peper, Attorney-in-Fact 05/24/2011

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.