

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Carmony David A</u> (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 <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) Former Officer
	3. Date of Earliest Transaction (Month/Day/Year) 08/26/2011	
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⁾	08/26/2011		M		917	A	\$99.3	18,036.167	D	
Common Stock ⁽¹⁾	08/26/2011		M		2,050	A	\$56.73	20,086.167	D	
Common Stock ⁽¹⁾	08/26/2011		M		3,140	A	\$71.88	23,226.167	D	
Common Stock ⁽¹⁾	08/26/2011		M		3,900	A	\$74.1	27,126.167	D	
Common Stock ⁽¹⁾	08/26/2011		M		1,550	A	\$82.55	28,676.167	D	
Common Stock ⁽¹⁾	08/26/2011		S		11,557	D	\$100.4889 ⁽²⁾	17,119.167	D	
Common Stock ⁽¹⁾	08/26/2011		M ⁽³⁾		1,125	A	\$42.68	18,244.167	D	
Common Stock ⁽¹⁾	08/26/2011		D ⁽³⁾		1,125	D	\$100.63	17,119.167	D	
Common Stock ⁽¹⁾								1,020.104	I	Held by Trustee 401(k) Plan
Common Stock ⁽¹⁾								1,020.35	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					
Option (Buy \$56.73) ⁽⁴⁾	\$56.73	08/26/2011		M			2,050	(5)	(5)	Common Stock ⁽¹⁾	\$0	0	D	
Option (Buy \$71.88) ⁽⁴⁾	\$71.88	08/26/2011		M			3,140	(6)	(6)	Common Stock ⁽¹⁾	\$0	0	D	
Stock Appreciation / Rights - \$42.68 ⁽⁴⁾	\$42.68	08/26/2011		M			1,125	(7)	(7)	Common Stock ⁽¹⁾	\$0	0	D	
Option (Buy \$74.10) ⁽⁴⁾	\$74.1	08/26/2011		M			3,900	(8)	(8)	Common Stock ⁽¹⁾	\$0	0	D	
Option (Buy \$82.55) ⁽⁴⁾	\$82.55	08/26/2011		M			1,550	(9)	(9)	Common Stock ⁽¹⁾	\$0	0	D	

**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				
Option (Buy \$99.30) ⁽⁴⁾	\$99.3	08/26/2011		M			917	(10)	(10)	Common Stock ⁽¹⁾	917	\$0	0	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.
- Weighted average price within a one dollar price range. Sale prices range from \$100.30 to \$100.605 per share. Upon request, full information regarding the number of shares sold at each separate price will be provided.
- Exercise of stock appreciation rights, under employer plan, settled in cash.
- With tandem tax withholding right
- Exercisable ratably over four years, beginning 05/05/06.
- Exercisable ratably over four years beginning 05/03/2007.
- Exercisable ratably over four years, beginning 05/06/2005
- Exercisable ratably over four years beginning 05/02/2008.
- Exercisable ratably over four years beginning 05/06/2010.
- Exercisable ratably over four years beginning 05/05/2011.

Cheri L. Peper, Attorney-in-Fact

08/29/2011

** 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.