

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person* <u>MCARDLE JANINE J</u> (Last) (First) (Middle) <u>2000 POST OAK BOULEVARD, SUITE 100</u> (Street) <u>HOUSTON TX 77056</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>APACHE CORP [APA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/09/2011</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Senior Vice President</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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⁾	05/09/2011		M ⁽²⁾		800	A	\$0	16,315	D	
Common Stock ⁽¹⁾	05/09/2011		F ⁽³⁾		212	D	\$124.21	16,103	D	
Common Stock ⁽¹⁾	05/09/2011		M ⁽⁴⁾		600	A	\$0	16,703	D	
Common Stock ⁽¹⁾	05/09/2011		F ⁽⁵⁾		159	D	\$124.21	16,544	D	
Common Stock ⁽¹⁾								462	I	Held by Spouse
Common Stock ⁽¹⁾								114	I	Held by Son

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				
Restricted Stock / Units ⁽⁶⁾	\$0	05/09/2011		M			800	(2)	(2)	Common Stock ⁽¹⁾	800	\$0	8,155	D	
Restricted Stock / Units ⁽⁶⁾	\$0	05/09/2011		M			600	(4)	(4)	Common Stock ⁽¹⁾	600	\$0	7,555	D	

Explanation of Responses:

1. 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.
2. Vesting on 05/06/2011 of restricted stock units under employer plan - data provided by plan administrator on 05/09/2011 Vesting occurs 25% per year over four years.
3. Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/06/2011 - data provided by plan administrator on 05/09/2011.
4. Vesting on 05/07/2011 of restricted stock units under employer plan - data provided by plan administrator on 05/09/2011 Vesting occurs 25% per year over four years.
5. Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/07/2011 - data provided by plan administrator on 05/09/2011.
6. With tandem tax withholding right

Cheri L. Peper, Attorney-in-Fact 05/10/2011

** 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.

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