

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

**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

|   |         |          |   |                  |  |   |  |  |
|---|---------|----------|---|------------------|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>EICHLER RODNEY J</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>APACHE CORP [ APA ]</u> |                  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><b>President and / Chief Operating Officer</b> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/01/2011</u>     |                  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person   |  |  |
| 2000 POST OAK BOULEVARD, SUITE 100                                  |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                  |                  |  |   |  |  |
| (Street)  | (City)  | (State)  | (Zip)   | HOUSTON TX 77056 |  |   |  |  |

**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 <sup>(1)</sup>     | 06/01/2011                           |  | M <sup>(2)</sup>               |   | 831   | A          | \$0   | 15,702.151  | D  |   |
| Common Stock <sup>(1)</sup>     |                                      |  |                                |   |   |            |       | 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 |
| Phantom Stock Units <sup>(3)</sup>         | \$0  | 06/01/2011                           |  | M                              |   | 831  |     | (2)  | (2)             | Common Stock <sup>(1)</sup>   | 831  | \$0  | 53,267.9707   | D  |       |
| Phantom Stock Units <sup>(3)</sup>         | \$0  | 06/01/2011                           |  | F                              |   | 545.721  |     | (4)  | (4)             | Common Stock <sup>(1)</sup>   | 545.721                                    | \$121.02   | 52,722.2497   | D  |       |
| Phantom Stock Units <sup>(3)</sup>         | \$0  | 06/01/2011                           |  | D                              |   | 0.3192   |     | (5)  | (5)             | Common Stock <sup>(1)</sup>   | 0.3192                                     | \$121.02   | 52,721.9305   | 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 06/01/2011. Data provided by the plan administrator on 06/02/2011.
- One share of Apache common stock for each phantom stock unit.
- Exempt transaction - units used to cover required tax withholding on a transaction exempt under Rule 16b-3 as of 06/01/2011 - data provided by the plan administrator on 06/02/2011.
- 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 06/01/2011 - data provided by the plan administrator on 06/02/2011.

Cheri L. Peper, Attorney-in-Fact

06/02/2011

\*\* 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.