

Gryder Rodney A.
Form 4
January 20, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gryder Rodney A.

2. Issuer Name and Ticker or Trading Symbol
APACHE CORP [APA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O APACHE CORPORATION, 2000 POST OAK BLVD., SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/19/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President, Audit

HOUSTON, TX 77056-4400

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock ⁽¹⁾ | 01/19/2011 | | M ⁽²⁾ | 433 A \$ 0 | 4,868 | D | |
| Common Stock ⁽¹⁾ | 01/19/2011 | | F ⁽³⁾ | 133 D \$ 125.63 | 4,735 | D | |
| Common Stock ⁽¹⁾ | | | | | 1,333.733 | I | Held by trustee of 401(k) plan |

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

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- (4) With tandem tax withholding right
- (5) One share of Apache common stock for each restricted stock unit.
- (6) Granted under employer plan on 01/15/2010. Units vest 1/3 on 01/15/2010, 01/15/2011, and 01/15/2012.

Remarks:

Note: Also see attached Exhibit EX-24 POA.

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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