Bedingfield John R. Form 4 May 08, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

obligations may continue. See Instruction 1(b).

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)

(Last)

100

1. Name and Address of Reporting Person * Bedingfield John R.

2. Issuer Name and Ticker or Trading

Symbol

(Middle)

APACHE CORP [APA]

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

05/08/2012

2000 POST OAK BLVD, SUITE

(Street)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title _ Other (specify below)

Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

HOUSTON, TX 77056

(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. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock (1)	05/08/2012		M(2)	952	A	\$ 0	18,608.884	D		
Common Stock (1)	05/08/2012		F(3)	319	D	\$ 89.06	18,289.884	D		
Common Stock (1)	05/08/2012		M(4)	800	A	\$ 0	19,089.884	D		
Common Stock (1)	05/08/2012		F(5)	292	D	\$ 89.06	18,797.884	D		
Common Stock (1)	05/08/2012		M(6)	175	A	\$ 0	18,972.884	D		

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Common Stock (1)	05/08/2012	F(7)	64	D	\$ 87.84	18,908.884	D	
Common Stock (1)						9,921.141	I	Held by Trustee of 401(k) Plan
Common Stock (1)						5,772.076	I	Held by Trustee of NQ Plan

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

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(9-02)

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 proof 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 Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock / Units (8)	\$ 0	05/08/2012		M	952	(2)	(2)	Common Stock (1)	952	\$ (
Restricted Stock / Units (8)	\$ 0	05/08/2012		M	800	<u>(4)</u>	<u>(4)</u>	Common Stock (1)	800	\$ (
Restricted Stock / Units (8)	\$ 0	05/08/2012		M	175	<u>(6)</u>	<u>(6)</u>	Common Stock (1)	175	\$ (

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			

2 Reporting Owners

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Bedingfield John R. 2000 POST OAK BLVD SUITE 100 HOUSTON, TX 77056

Vice President

Signatures

Cheri L. Peper, Attorney-in-Fact

05/08/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- 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 05/05/2012 of restricted stock units under employer plan data provided by plan administrator on 05/08/2012. Vesting occurs 25% per year over four years.
- (3) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/05/2012 data provided by plan administrator on 05/08/2012.
- (4) Vesting on 05/06/2012 of restricted stock units under employer plan data provided by plan administrator on 05/08/2012. Vesting occurs 25% per year over four years.
- (5) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/06/2012 data provided by plan administrator on 05/08/2012.
- (6) Vesting on 05/07/2012 of restricted stock units under employer plan data provided by plan administrator on 05/08/2012. Vesting occurs 25% per year over four years.
- (7) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/07/2012 data provided by plan administrator on 05/08/2012.
- (8) With tandem tax withholding right

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 3