

CHAMBERS THOMAS P  
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 \*  
CHAMBERS THOMAS P

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)  
2000 POST OAK BLVD., SUITE 100

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

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Exec Vice President and / Chief Financial Officer

(Street)  
HOUSTON, TX 77056

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock <sup>(1)</sup>     | 01/19/2011                           |  | M <sup>(2)</sup>               | 767 A \$ 0  | 13,319  | D  |  |
| Common Stock <sup>(1)</sup>     | 01/19/2011                           |  | F <sup>(3)</sup>               | 233 D \$ 125.63   | 13,086  | D  |  |
| Common Stock <sup>(1)</sup>     |                                      |  |                                |   | 4,636.145   | I  | Held by Trustee 401(k) Plan                |
| Common Stock <sup>(1)</sup>     |                                      |  |                                |   | 113.634   | I  | Held by Trustee of                         |

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

**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 control number.**

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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 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 Underlying Securities (Instr. 3 and 4) | 8. Priority (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------|
| Restricted Stock / Units <sup>(4)</sup>    | \$ 0   | 01/19/2011                           |  | M                              | 767   | 01/15/2011 <sup>(5)</sup>                                | Common Stock <sup>(1)</sup>                                   | 767                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |                         |
|--|---------------|-----------|-------------------------|-------------------------|
|  | Director      | 10% Owner | Officer                 | Other                   |
| CHAMBERS THOMAS P<br>2000 POST OAK BLVD.<br>SUITE 100<br>HOUSTON, TX 77056 |               |           | Exec Vice President and | Chief Financial Officer |

## Signatures

Cheri L. Peper,  
Attorney-in-Fact  
Date: 01/20/2011

**\*\*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  
(1) 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.

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- (2) Vesting on 01/15/2011 of restricted stock units under employer plan - data provided by plan administrator on 01/19/2011.
- (3) Shares withheld to cover required tax withholding on vesting of restricted stock units effective as of 01/15/2011 - data provided by plan administrator on 01/19/2011.
- (4) With tandem tax withholding right
- (5) Granted under employer plan on 01/15/2010. Units vest 1/3 on 01/15/2010, 01/15/2011, and 01/15/2012.

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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