

EICHLER RODNEY J

Form 4

June 04, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**EICHLER RODNEY J**

(Last) (First) (Middle)

**2000 POST OAK BOULEVARD,  
SUITE 100**

(Street)

**HOUSTON, TX 77056**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/04/2012**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**President and / Chief Operating Officer**

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock <u>(1)</u>            | 06/04/2012                              |                                                             | M <sup>(2)</sup>                        | 2,004 A \$ 0                                                        | 20,217.914                                                                                                         | D                                                                    |                                                                   |
| Common<br>Stock <u>(1)</u>            | 06/04/2012                              |                                                             | F <sup>(3)</sup>                        | 824 D \$<br>79.37                                                   | 19,393.914                                                                                                         | D                                                                    |                                                                   |
| Common<br>Stock <u>(1)</u>            | 06/04/2012                              |                                                             | M <sup>(4)</sup>                        | 707 A \$ 0                                                          | 20,100.914                                                                                                         | D                                                                    |                                                                   |
| Common<br>Stock <u>(1)</u>            |                                         |                                                             |                                         |                                                                     | 12,979.527                                                                                                         | I                                                                    | Held by<br>Trustee of<br>401(k)<br>Plan                           |

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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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |         | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                                |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------|---------------------------------------------------------------------|--------------------|--------------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D)     | Date<br>Exercisable                                                 | Expiration<br>Date | Title                          | Amount or<br>Number of<br>Shares |
| Phantom<br>Stock<br>Units <sup>(5)</sup>            | \$ 0                                                                  | 06/04/2012                              |                                                             | M                                       |                                                                                                           |                                                                | 707     | <sup>(4)</sup>                                                      | <sup>(4)</sup>     | Common<br>Stock <sup>(1)</sup> | 707                              |
| Phantom<br>Stock<br>Units <sup>(5)</sup>            | \$ 0                                                                  | 06/04/2012                              |                                                             | F                                       |                                                                                                           |                                                                | 434.316 | <sup>(6)</sup>                                                      | <sup>(6)</sup>     | Common<br>Stock <sup>(1)</sup> | 434.316                          |
| Phantom<br>Stock<br>Units <sup>(5)</sup>            | \$ 0                                                                  | 06/04/2012                              |                                                             | D                                       |                                                                                                           |                                                                | 0.3115  | <sup>(7)</sup>                                                      | <sup>(7)</sup>     | Common<br>Stock <sup>(1)</sup> | 0.3115                           |
| Restricted<br>Stock /<br>Units <sup>(8)</sup>       | \$ 0                                                                  | 06/04/2012                              |                                                             | M                                       |                                                                                                           |                                                                | 2,004   | <sup>(2)</sup>                                                      | <sup>(2)</sup>     | Common<br>Stock <sup>(1)</sup> | 2,004                            |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships                                  |
|-----------------------------------------------------------------------------|------------------------------------------------|
|                                                                             | Director 10% Owner Officer Other               |
| EICHLER RODNEY J<br>2000 POST OAK BOULEVARD, SUITE 100<br>HOUSTON, TX 77056 | President and<br>Chief<br>Operating<br>Officer |

## Signatures

Cheri L. Peper,  
Attorney-in-Fact 06/04/2012

          \*\*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

(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.

(2) Vesting on 06/01/2012 of restricted stock units under employer plan - data provided by plan administrator on 06/04/2012. Vesting occurs 25% per year over four years.

(3) Shares withheld to cover required tax withholding on vesting of restricted stock units effective as of 06/01/2012 - data provided by plan administrator on 06/04/2012.

(4) Exempt transaction pursuant to Rule 16(b)-3 - distribution under the provisions of Apache's Deferred Delivery Plan, as of 06/01/2012. Data provided by the plan administrator on 06/04/2012.

(5) One share of Apache common stock for each phantom stock unit.

(6) Exempt transaction - units used to cover required tax withholding on a transaction exempt under Rule 16b-3 as of 06/01/2012 - data provided by the plan administrator on 06/04/2012.

(7) 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 06/01/2012 - data provided by the plan administrator on 06/04/2012.

(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.

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