

APACHE CORP  
Form 4  
May 07, 2014

**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 \*  
Johnston Robert V. II

(Last) (First) (Middle)

2000 POST OAK BLVD., SUITE 100

(Street)

HOUSTON, TX 77056-4400

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/06/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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	05/06/2014		M <sup>(1)</sup>	550 A \$ 0	9,250	D	
Common Stock	05/06/2014		F <sup>(2)</sup>	180 D \$ 86.96	9,070	D	
Common Stock					23,620.433	I	Held by Trustee of 401(k) Plan
Common Stock					20,404.054	I	Held by Trustee of NQ Plan

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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 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. Price or Value of Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units <sup>(3)</sup>	\$ 0 <sup>(3)</sup>	05/06/2014		M	537	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	537
Restricted Stock / Units <sup>(5)</sup>	\$ 0 <sup>(6)</sup>	05/06/2014		M	537	<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	537
Restricted Stock / Units <sup>(5)</sup>	\$ 0 <sup>(6)</sup>	05/06/2014		M	550	<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	550

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Johnston Robert V. II 2000 POST OAK BLVD. SUITE 100 HOUSTON, TX 77056-4400	Executive Vice President

## Signatures

Cheri L. Peper, 05/07/2014  
 Attorney-in-Fact

<sup>\_\_</sup>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).
- (1) Vesting on 05/05/2014 of restricted stock units under employer plan - data provided by plan administrator on 05/06/2014. Vesting occurs 25% per year over four years.
- (2) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/05/2014 - data provided by plan administrator on 05/06/2014.
- (3) One share of Apache common stock for each phantom stock unit.
- (4) Exempt acquisition pursuant to Rule 16b-3(d). Accrued under the deferred compensation provisions of Apache's Deferred Delivery Plan - effective as of 05/04/2014. Data provided by the plan administrator on 05/06/2014.
- (5) With tandem tax withholding right
- (6) One share of Apache common stock for each restricted stock unit.
- (7) Vesting on 05/04/2014 of restricted stock units under employer plan - data provided by plan administrator on 05/06/2014. Vesting occurs 25% per year over four years.

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.