

Carmony David A  
 Form 3  
 July 22, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Carmony David A		(Month/Day/Year)	APACHE CORP [APA]	
(Last)	(First)	(Middle)	07/22/2010	
2000 POST OAK			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
BLVD.,Â SUITE 100				
(Street)			(Check all applicable)	
HOUSTON,Â TXÂ 77056-4400			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Vice President	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	13,962.513	D	Â
Common Stock <sup>(1)</sup>	1,014.488	I	Held by Trustee 401(k) Plan
Common Stock <sup>(1)</sup>	1,014.718	I	Held by Trustee of NQ Plan

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Restricted Stock / Units <u>(2)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock <u>(1)</u>	9,617	\$ 0 <u>(3)</u>	D	Â
Option (Buy \$56.73) <u>(2)</u>	Â <u>(2)</u>	05/05/2015	Common Stock <u>(1)</u>	2,050	\$ 56.73	D	Â
Conditional Grant / (\$108 Threshold) <u>(2)</u>	03/01/2011	Â <u>(5)</u>	Common Stock <u>(1)</u>	995	\$ 0 <u>(5)</u>	D	Â
Option (Buy \$71.88) <u>(2)</u>	Â <u>(2)</u>	05/03/2016	Common Stock <u>(1)</u>	3,140	\$ 71.88	D	Â
Stock Appreciation / Rights - \$42.68 <u>(2)</u>	Â <u>(2)</u>	05/06/2014	Common Stock <u>(1)</u>	1,125	\$ 42.68	D	Â
Option (Buy \$74.10) <u>(2)</u>	Â <u>(2)</u>	05/02/2017	Common Stock <u>(1)</u>	3,900	\$ 74.1	D	Â
Option (Buy \$135.83) <u>(2)</u>	Â <u>(2)</u>	05/07/2018	Common Stock <u>(1)</u>	2,351	\$ 135.83	D	Â
Conditional Grant / (\$162 Threshold)	Â <u>(6)</u>	12/31/2010	Common Stock <u>(1)</u>	1,750	\$ 0 <u>(6)</u>	D	Â
Conditional Grant / (\$216 Theshold)	Â <u>(7)</u>	12/31/2012	Common Stock <u>(1)</u>	2,620	\$ 0 <u>(7)</u>	D	Â
Option (Buy \$82.55) <u>(2)</u>	Â <u>(2)</u>	05/06/2019	Common Stock <u>(1)</u>	3,100	\$ 82.55	D	Â
Option (Buy \$99.30) <u>(2)</u>	Â <u>(2)</u>	05/05/2020	Common Stock <u>(1)</u>	3,668	\$ 99.3	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carmony David A 2000 POST OAK BLVD. SUITE 100 HOUSTON, TX 77056-4400	Â	Â	Â Vice President	Â

## Signatures

David A.  
Carmony

07/22/2010

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) With tandem tax withholding right

- (3) One share of Apache common stock for each restricted stock unit.

- (4) Restricted stock units granted under employer plan. The units vest ratably over four years beginning one year from the date of grant.

- (5) \$108.00 price threshold attained on 02/29/2008 under the terms of 2005 Share Appreciation Plan. Grant vested or will vest one-fourth on each of 02/29/2008, 03/01/2009, 03/01/2010, and 03/01/2011, and vested portion distributed within 30 days of each such date.

Payable if Apache common stock attains the per share price threshold by 12/31/2010. If threshold is attained, will be paid over five

- (6) vesting dates: within 30 days after the date on which the price threshold is attained, and the dates 12 months, 24 months, 36 months, and 48 months following such date of attainment.

Payable if Apache common stock attains the per share price threshold by 12/31/2012. If threshold is attained, will be paid over five

- (7) vesting dates: within 30 days after the date on which the price threshold is attained, and the dates 12 months, 24 months, 36 months, and 48 months following such date of attainment.

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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