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DUNDREA MATTHEW W

Form 4 May 03, 2011

FORM 4

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

OMB

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock (1)

(Print or Type Responses)

1. Name and Address of Reporting Person *

DUNDREA MATTHEW W			Symbol APACHE CORP [APA]					Issuer (Check all applicable)			
(Last) (First) (Middle) 2000 POST OAK BLVD., SUITE 100			3. Date of Earliest Transaction (Month/Day/Year) 05/02/2011					Director 10% Owner Other (specify below) Sr. Vice President, Treasury / and Administration			
	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					
HOUSTON						Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secui	rities Acqu	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Date, if	3. Transaction Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)	
Common Stock (1)	05/02/2011			M(2)	900	A	\$0	12,751	D		
Common Stock (1)	05/02/2011			F(3)	239	D	\$ 133.37	12,512	D		
										Held by	

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

trustee of

401(k) plan

Ι

1.19

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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 Derivative			3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		8. Price Derivat
Security (Instr. 3)	or Exercise Price of Derivative Security	(any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock / Units (4)	\$ 0	05/02/2011		M	900	(2)	(2)	Common Stock (1)	900	\$ 0

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

DUNDREA MATTHEW W 2000 POST OAK BLVD. SUITE 100 HOUSTON, TX 77056

and Sr. Vice President, Treasury Administration

Signatures

Cheri L. Peper, 05/03/2011 Attorney-in-Fact

**Signature of Reporting Person

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.
- Vesting on 05/01/2011 of restricted stock units under employer plan data provided by plan administrator on 05/02/2011 Vesting occurs 25% per year over four years.

(3)

Reporting Owners 2

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Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/01/2011 - data provided by plan administrator on 05/02/2011.

(4) With tandem tax withholding right

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