

JEPPESEN JON A  
 Form 4  
 June 02, 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 \*  
**JEPPESEN JON A**

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 BOULEVARD,  
 SUITE 100**

3. Date of Earliest Transaction (Month/Day/Year)  
**06/01/2011**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Exec. Vice President**

(Street)  
**HOUSTON, TX 77056**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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	(D)	Price			
Common Stock <u>(1)</u>	06/01/2011		M <sup>(2)</sup>		951	A	\$ 0	42,121	D	
Common Stock <u>(1)</u>	06/01/2011		F <sup>(3)</sup>		347	D	\$ 121.02	41,774	D	
Common Stock <u>(1)</u>								6,391.518	I	Held by Trustee of 401(k) Plan
Common Stock <u>(1)</u>								3.93	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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price or Derivative Security. Includes data for Restricted Stock/Units.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Includes JEPPESEN JON A and his relationship as Exec. Vice President.

Signatures

Cheri L. Peper, Attorney-in-Fact, 06/02/2011. Includes signature line and date.

Explanation of Responses:

- \* If the form is filed by more than one reporting person...
\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations...
(1) The shares of common stock of Apache are deemed to also represent certain preferred stock purchase rights...
(2) Vesting on 06/01/2011 of restricted stock units under employer plan...

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- (3) Shares withheld to cover required tax withholding on vesting of restricted stock units effective as of 06/01/2011 - data provided by plan administrator on 06/02/2011.
- (4) 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. 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.