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APACHE C Form 4	ORP										
August 19, 2	2013										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									PPROVAL		
	UNITE	DSIAIES		shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Subject to Section 16. Form 4 or				IGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31, 2005 Estimated average burden hours per response 0.5		
Form 5 obligatio may com <i>See</i> Instr 1(b).	tinue. Section 1	7(a) of the	Public U		ling Con	ipany	Act of	e Act of 1934, 71935 or Section 0	n		
(Print or Type]	Responses)										
FRAZIER A D JR Syn			Symbol	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)	3. Date of	f Earliest Tr	ansaction			(Chec	к ап аррпсавіе	;)	
2000 POST 100	OAK BLVD.,	SUITE	(Month/E 08/15/2	-				X Director Officer (give below)		Owner er (specify	
	(Street)			ndment, Da nth/Day/Year	Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON	, TX 77056							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock (1)	08/15/2013			M <u>(2)</u>	1,140	А	\$0	26,279.154	D		
Common Stock (1)	08/15/2013			D <u>(3)</u>	456	D	\$ 80.27	25,823.154	D		

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)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and		7. Title and Amount of 4 Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock / Units (4)	\$ 0 <u>(5)</u>	08/15/2013		А	1,868		(6)	(6)	Common Stock (1)	1,868
Restricted Stock / Units	\$ 0 <u>(5)</u>	08/15/2013		М		1,140	(2)	(2)	Common Stock (1)	1,140

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FRAZIER A D JR 2000 POST OAK BLVD. SUITE 100 HOUSTON, TX 77056	Х		Director				
Signatures							

Cheri L. Peper,	08/19/2013		
Attorney-in-Fact	08/19/201.		
**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 08/15/2013 of restricted stock units granted to each of Apache's non-employee directors under 2011 Omnibus Equity Compensation Plan.

This transaction is not a sale. Exempt disposition to issuer of portion of restricted stock units payable in cash upon vesting. The 2011 Omnibus Equity Compensation Plan contained such provision when approved by stockholders in May 2011, and the restricted stock units

(3) contained such terms when granted under the terms of such plan. Of the total 1,140 restricted stock units that vested on 08/15/2013, 60 percent (684 restricted stock units) is payable in Apache common stock and 40 percent (456 restricted stock units) is payable in cash and is characterized in this report as a disposition to the issuer.

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(4) With tandem tax withholding right

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

Restricted stock units granted on 08/15/2013 to each of Apache's non-employee directors under 2011 Omnibus Equity Compensation
(6) Plan, which plan was approved by stockholders in May 2011. The units vest 50% thirty days after grant date and 50% twelve months after grant date. There are no dividend equivalents associated with this grant.

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.