Graham Jon
Form 3
May 11, 2011

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 *
Â Graham Jon
(Last) (First) (Middle)

2000 POST OAK BLVD.,Â SUITE 100
(Street)

HOUSTON,Â TXÂ 77056
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
05/05/2011

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Vice President

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 (1)	1,574.242	I	Held by trustee of 401(k) plan
Common Stock (1)	2,765.581	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 Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock Units (2)	Â (3)	Â (3)	Common Stock (1)	8,521.1798	$ 0 (2)	D	Â
Restricted Stock / Units (4)	Â (6)	Â (6)	Common Stock (1)	6,858	$ 0 (5)	D	Â
Option (Buy $74.10) (4)	Â (7)	05/02/2017	Common Stock (1)	825	$ 74.1	D	Â
Option (Buy $135.83) (4)	Â (8)	05/07/2018	Common Stock (1)	2,083	$ 135.83	D	Â
Conditional Grant / ($216 Theshold)	Â (9)	12/31/2012	Common Stock (1)	2,370	$ 0 (9)	D	Â
Option (Buy $82.55) (4)	Â (10)	05/06/2019	Common Stock (1)	3,200	$ 82.55	D	Â
Option (Buy $99.30) (4)	Â (11)	05/05/2020	Common Stock (1)	4,854	$ 99.3	D	Â
Option (Buy $126.61)	Â (12)	05/04/2021	Common Stock (1)	4,948	$ 126.61	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graham Jon 2000 POST OAK BLVD. SUITE 100 HOUSTON,Â TXÂ 77056	Â	Â	Â Vice President	Â

Signatures

Jon Graham	05/11/2011
**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).

(1) The shares of common stock of Apache are deemed to also represent certain preferred stock purchase rights ('Rights'). The Rights are not 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) One share of Apache common stock for each phantom stock unit.

(3) Exempt acquisition pursuant to Rule 16b-3(d) - accrued under the deferred compensation provisions of Apache's Deferred Delivery Plan.

(4) With tandem tax withholding right

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

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

(7) Exercisable ratably over four years beginning 05/02/2008.

(8) Exercisable ratably over four years beginning 05/07/2009.

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

(10) Exercisable ratably over four years beginning 05/06/2010.

(11) Exercisable ratably over four years beginning 05/05/2011.

(12) Exercisable ratably over four years beginning 05/04/2012.

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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