

Graham Jon  
Form 4  
October 02, 2012

**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 \*  
Graham Jon

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 BLVD., SUITE 100  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/01/2012

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |                                   |
| Common Stock <u>(1)</u>         | 10/01/2012                           |  | M <sup>(2)</sup>               | 382 A \$ 0  | 913   | D  |                                   |
| Common Stock <u>(1)</u>         |                                      |  |                                |   | 3,100.058   | I  | Held by trustee of 401(k) plan    |
| Common Stock <u>(1)</u>         |                                      |  |                                |   | 4,302.967   | I  | Held by trustee of NQ plan        |

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

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(9-02)

**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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities                   |          | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                             |          |
|--|--|--------------------------------------|--|--------------------------------|--|----------|--|-----------------|---|-----------------------------|----------|
|  |  |                                      |  |                                | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |          | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares  |          |
| Phantom Stock Units <sup>(3)</sup>         | \$ 0 <sup>(3)</sup>                                    | 10/01/2012                           |  | M                              |  | 382      |  | <sup>(2)</sup>  | <sup>(2)</sup>  | Common Stock <sup>(1)</sup> | 382      |
| Phantom Stock Units <sup>(3)</sup>         | \$ 0 <sup>(3)</sup>                                    | 10/01/2012                           |  | F                              |  | 127.3381 |  | <sup>(4)</sup>  | <sup>(4)</sup>  | Common Stock <sup>(1)</sup> | 127.3381 |
| Phantom Stock Units <sup>(3)</sup>         | \$ 0 <sup>(3)</sup>                                    | 10/01/2012                           |  | D                              |  | 0.0144   |  | <sup>(5)</sup>  | <sup>(5)</sup>  | Common Stock <sup>(1)</sup> | 0.0144   |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| Graham Jon<br>2000 POST OAK BLVD.<br>SUITE 100<br>HOUSTON, TX 77056 |               |           | Vice President |       |

## Signatures

Cheri L. Peper, Attorney-in-Fact, 10/02/2012

        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.

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- (2) Exempt transaction pursuant to Rule 16(b)-3 - distribution under the provisions of Apache's Deferred Delivery Plan, as of 10/01/2012. Data provided by the plan administrator on 10/02/2012.
- (3) One share of Apache common stock for each phantom stock unit.
- (4) Exempt transaction - units used to cover required tax withholding on a transaction exempt under Rule 16b-3 as of 10/01/2012 - data provided by the plan administrator on 10/02/2012.
- (5) Exempt transaction - disposition to the issuer involving the settlement of a fractional unit in cash in connection with transaction exempt under Rule 16b-3 as of 10/01/2012 - data provided by the plan administrator on 10/02/2012.

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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