

APACHE CORP
Form 4/A
May 28, 2014

FORM 4

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

OMB APPROVAL

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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 *
Johnston Robert V. II

(Last) (First) (Middle)
2000 POST OAK BLVD., SUITE 100
(Street)

HOUSTON, TX 77056-4400

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
05/23/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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

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)
				(A) or (D) Price			
Common Stock	05/23/2014		M ⁽¹⁾	760 A \$ 0	9,830	D	

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

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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)

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Phantom Stock Units ⁽²⁾	\$ 0 ⁽²⁾	05/23/2014		M	760	05/23/2014 ⁽¹⁾	Common Stock 760
Phantom Stock Units ⁽²⁾	\$ 0 ⁽²⁾	05/23/2014		F	329.619	05/23/2014 ⁽³⁾	Common Stock 329.619
Phantom Stock Units ⁽²⁾	\$ 0 ⁽²⁾	05/23/2014		D	0.0307	05/23/2014 ⁽⁴⁾	Common Stock 0.0307

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnston Robert V. II 2000 POST OAK BLVD. SUITE 100 HOUSTON, TX 77056-4400			Executive Vice President	

Signatures

Cheri L. Peper,
Attorney-in-Fact 05/28/2014

^{__}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).
- (1) Distribution under provisions of Apache's Deferred Delivery Plan (exempt transaction under Rule16b-3) as of 05/22/2014 - data provided by plan administrator on 05/23/2014. Amended footnote.
- (2) One share of Apache common stock for each phantom stock unit.
- (3) Units used to cover required tax withholding (exempt transaction under Rule16b-3) as of 05/22/2014 - data provided by plan administrator on 05/23/2014. Amended footnote.
- (4) Disposition to issuer involving settlement of fractional unit in cash (exempt transaction under Rule16b-3) as of 05/22/2014 - data provided by plan administrator on 05/23/2014. Amended footnote.

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.