APACHE CORP Form 4 February 02, 2015

FORM 4

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

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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(b).

1. Name and Address of Reporting Person * Gryder Rodney A.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

APACHE CORP [APA]

(Check all applicable)

Vice President, Audit

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

02/01/2015

Director 10% Owner X_ Officer (give title Other (specify below)

C/O APACHE CORPORATION, 2000 POST OAK BLVD., SUITE 100

(Street)

6. Individual or Joint/Group Filing(Check

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

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77056-4400

| (City) | (State) | (Zip) Table | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | f, or Beneficial | ly Owned | |
|--------------------------------------|---|---|---|----------------------------------|--|---|---|------------------|---|--|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | Code V | (A) or ode V Amount (D) Pr | | Price | Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | | |
| Common Stock | 02/01/2015 | | M <u>(1)</u> | 474 | A | \$0 | 9,837 | D | | |
| Common Stock | 02/01/2015 | | F(2) | 155 | D | \$ 62.57 | 9,682 | D | | |
| Common Stock | | | | | | | 1,652.232 | I | Held by trustee of 401(k) plan | |

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)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transacti | 4. 5. Number Transaction of | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Underlying Securities | |
|------------------------------------|---|--------------------------------------|-------------------------------|--|-----------------------------|---------------------|---|------------------|--|---------------------------------|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (| any (Month/Day/Year) | Code Derivative (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | | Derivat Securit (Instr. 5 |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock / Units (3) | \$ 0 (4) | 02/01/2015 | | M | 474 | <u>(1)</u> | (1) | Common Stock | 474 | \$ 0 |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Gryder Rodney A. C/O APACHE CORPORATION 2000 POST OAK BLVD., SUITE 100 HOUSTON, TX 77056-4400

Vice President, Audit

Signatures

Cheri L. Peper, 02/02/2015 Attorney-in-Fact

**Signature of Reporting Person

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) Vesting on 02/01/2015 of restricted stock units under employer plan. Vesting occurs 25% per year over four years.
- (2) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 02/01/2015.
- (3) With tandem tax withholding right
- (4) One share of Apache common stock for each restricted stock unit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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