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Leon Alfons	50										
Form 4 May 10, 201	11										
FORM /							OMB APPROVAL				
	UNITEI) STATES					NGE C	OMMISSION	OMB Number:	3235-0287	
Check the if no lon	MENT O	Washington, D.C. 20549 OF CHANGES IN BENEFICIAL OWNERSHIP OF						Expires:	January 31, 2005		
subject t Section Form 4 o	SECURITIES						Estimated average burden hours per response 0.5				
Form 5 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 See Instruction 1(b).							·				
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Leon Alfonso			2. Issuer Name and Ticker or Trading Symbol APACHE CORP [APA]				ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) C/O APACHE CORPORATION, 2000 POST OAK BLVD., SUITE 100			3. Date of Earliest Transaction (Month/Day/Year) 05/09/2011					Director 10% Owner XOfficer (give title Other (specify below) below) Vice President			
Filed(M				mendment, Date Original 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 			
HOUSTON	I, TX 77056							Person	ore than one reg	joiting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Acqu	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)		n Date, if	Date, if Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) ty/Year) (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)			
Common				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Stock (1)	05/09/2011			M <u>(2)</u>	820	А	\$0	1,330	D		
Common Stock (1)	05/09/2011			F <u>(3)</u>	218	D	\$ 124.21	1,112	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. Transacti Code (Instr. 8)	Derivative	Expiration E (Month/Day	Date	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock / Units (4)	\$ 0 <u>(5)</u>	05/09/2011		М	820	(2)	(2)	Common Stock (1)	820	\$ C

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Leon Alfonso C/O APACHE CORPORATION 2000 POST OAK BLVD., SUITE 100 HOUSTON, TX 77056			Vice President			
Signatures						

Date

Cheri L. Peper,	05/10/2011
Attorney-in-Fact	03/10/2011

**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).
- 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.
- Vesting on 05/06/2011 of restricted stock units under employer plan data provided by plan administrator on 05/09/2011 Vesting occurs (2) 25% per year over four years.
- Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/06/2011 data provided by plan (3) administrator on 05/09/2011.
- (4) With tandem tax withholding right
- (5) 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.

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