Gryder Rodney A. Form 4 May 09, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

HOUSTON, TX 77056-4400

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 (Check all applicable)			
(Last) (First) (Middle)	APACHE CORP [APA] 3. Date of Earliest Transaction				
C/O APACHE CORPORATION, 2000 POST OAK BLVD., SUITE 100	(Month/Day/Year) 05/06/2011	Director 10% Owner _X_ Officer (give title Other (specify below) Vice President, Audit			
(Street)	A If Amendment Date Original	6 Individual or Joint/Group Filing/Charles			

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip) Tabl	le I - Non-D	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	ed of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock (1)	05/06/2011		M(2)	279	A	\$ 0	5,558	D	
Common Stock (1)	05/06/2011		F(3)	74	D	\$ 122.84	5,484	D	
Common Stock (1)							1,377.754	I	Held by trustee of 401(k)

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 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. Transactic Code (Instr. 8)	5. Numb or Derivativ Securitie Acquired or Dispo (D) (Instr. 3, and 5)	ve es d (A) sed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock / Units (4)	\$ 0 (5)	05/06/2011		A	1,575		<u>(6)</u>	<u>(6)</u>	Common Stock (1)	1,575
Restricted Stock / Units (4)	\$ 0 (5)	05/06/2011		M		279	(2)	(2)	Common Stock (1)	279
Option (Buy \$126.61)	\$ 126.61	05/06/2011		A	3,887		<u>(7)</u>	05/04/2021	Common Stock (1)	3,887

Reporting Owners

Reporting Owner Name / Address Relationships

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, Attorney-in-Fact 05/09/2011

**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).

Reporting Owners 2

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- 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) Vesting on 05/05/2011 of restricted stock units under employer plan data provided by plan administrator on 05/06/2011 Vesting occurs 25% per year over four years.
- (3) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/05/2011 data provided by plan administrator on 05/06/2011.
- (4) With tandem tax withholding right
- (5) One share of Apache common stock for each restricted stock unit.
- Restricted stock units granted 05/04/2011 under employer plan data received from plan administrator on 05/06/2011. The units vest 25% per year on 06/01/2012, 05/04/2013, 05/04/2014 and 05/04/2015.
- (7) Stock option granted 05/04/2011 under employer plan data received from the plan administrator on 05/06/2011. 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. 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.