PEPER CHERI L Form 4 May 10, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PEPER CHERI L			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)	3. Date of Earliest Transaction	, and the same of			
2000 POST OA 100	AK BLVD.,	SUITE	(Month/Day/Year) 05/09/2011	Director 10% OwnerX Officer (give title Other (specify below) Corporate Secretary			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
HOUSTON, TX 77056			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities 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)	cution Date, if Transaction Code			` ′	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	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock (1)	05/09/2011		M(2)	450	A	\$ 0	4,189	D	
Common Stock (1)	05/09/2011		F(3)	120	D	\$ 124.21	4,069	D	
Common Stock (1)	05/09/2011		M(4)	325	A	\$0	4,394	D	
Common Stock (1)	05/09/2011		F(5)	86	D	\$ 124.21	4,308	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)

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. Number on f 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)		8. Price Derival Securit (Instr. 1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock / Units (6)	\$ 0	05/09/2011		M	450	(2)	(2)	Common Stock (1)	450	\$ 0
Restricted Stock / Units (6)	\$ 0	05/09/2011		M	325	<u>(4)</u>	<u>(4)</u>	Common Stock (1)	325	\$ 0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PEPER CHERI L 2000 POST OAK BLVD. SUITE 100 HOUSTON, TX 77056

Corporate Secretary

Signatures

Cheri L. Peper 05/10/2011

**Signature of Person Date

**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 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.

Reporting Owners 2

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- (2) Vesting on 05/06/2011 of restricted stock units under employer plan data provided by plan administrator on 05/09/2011 Vesting occurs 25% per year over four years.
- (3) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/06/2011 data provided by plan administrator on 05/09/2011.
- (4) Vesting on 05/07/2011 of restricted stock units under employer plan data provided by plan administrator on 05/09/2011 Vesting occurs 25% per year over four years.
- (5) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/07/2011 data provided by plan administrator on 05/09/2011.
- (6) With tandem tax withholding right

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.