

APACHE CORP  
Form 4  
June 02, 2014

**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 obligations may continue. See Instruction 1(b).

**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 \*  
SAUER JON W

(Last) (First) (Middle)

2000 POST OAK BOULEVARD,  
SUITE 100

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

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

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

06/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/01/2014		M <sup>(1)</sup>	408 A \$ 0	4,610	D	
Common Stock					4,552.451	I	Held by trustee of 401(k) plan
Common Stock					700	I	The Sauer Family Holdings, Ltd
Common Stock					20,253	I	By Irrevocable

Trust

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

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(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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Phantom Stock Units <sup>(2)</sup>	\$ 0 <sup>(2)</sup>	06/01/2014		M	869	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	869
Phantom Stock Units <sup>(2)</sup>	\$ 0 <sup>(2)</sup>	06/01/2014		M	408	06/01/2014	<sup>(1)</sup>	Common Stock	408
Phantom Stock Units <sup>(2)</sup>	\$ 0 <sup>(2)</sup>	06/01/2014		F	136.2063	06/01/2014	<sup>(4)</sup>	Common Stock	136.2
Phantom Stock Units <sup>(2)</sup>	\$ 0 <sup>(2)</sup>	06/01/2014		D	0.6188	06/01/2014	<sup>(5)</sup>	Common Stock	0.61
Restricted Stock / Units <sup>(6)</sup>	\$ 0 <sup>(7)</sup>	06/01/2014		M	869	<sup>(8)</sup>	<sup>(8)</sup>	Common Stock	869

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAUER JON W 2000 POST OAK BOULEVARD, SUITE 100 HOUSTON, TX 77056			Vice President	

## Signatures

Cheri L. Peper,  
Attorney-in-Fact

06/02/2014

\_\_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 06/01/2014.
- (2) One share of Apache common stock for each phantom stock unit.
- (3) Exempt acquisition pursuant to Rule 16b-3(d). Accrued under the deferred compensation provisions of Apache's Deferred Delivery Plan - effective as of 06/01/2014.
- (4) Units used to cover required tax withholding (exempt transaction under Rule16b-3) as of 06/01/2014.
- (5) Disposition to issuer involving settlement of fractional unit in cash (exempt transaction under Rule16b-3) as of 06/01/2014.
- (6) With tandem tax withholding right
- (7) One share of Apache common stock for each restricted stock unit.
- (8) Vesting on 06/01/2014 of restricted stock units under employer plan. Vesting occurs 25% per year over four years.

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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