

Carmony David A
Form 4
August 29, 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 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 *
Carmony David A

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)
2000 POST OAK BLVD., SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/26/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Former Officer

HOUSTON, TX 77056-4400

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 ⁽¹⁾	08/26/2011		M		917	A	\$ 99.3	18,036.167	D
Common Stock ⁽¹⁾	08/26/2011		M		2,050	A	\$ 56.73	20,086.167	D
Common Stock ⁽¹⁾	08/26/2011		M		3,140	A	\$ 71.88	23,226.167	D
Common Stock ⁽¹⁾	08/26/2011		M		3,900	A	\$ 74.1	27,126.167	D
Common Stock ⁽¹⁾	08/26/2011		M		1,550	A	\$ 82.55	28,676.167	D

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Common Stock <u>(1)</u>	08/26/2011	S	11,557	D	\$ 100.4889 <u>(2)</u>	17,119.167	D	
Common Stock <u>(1)</u>	08/26/2011	M ⁽³⁾	1,125	A	\$ 42.68	18,244.167	D	
Common Stock <u>(1)</u>	08/26/2011	D ⁽³⁾	1,125	D	\$ 100.63	17,119.167	D	
Common Stock <u>(1)</u>						1,020.104	I	Held by Trustee 401(k) Plan
Common Stock <u>(1)</u>						1,020.35	I	Held by Trustee of NQ Plan

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)	8. Amount or Number of Shares
Option (Buy \$56.73) <u>(4)</u>	\$ 56.73	08/26/2011		M	2,050	<u>(5)</u> <u>(5)</u>	Common Stock <u>(1)</u>	2,050
Option (Buy \$71.88) <u>(4)</u>	\$ 71.88	08/26/2011		M	3,140	<u>(6)</u> <u>(6)</u>	Common Stock <u>(1)</u>	3,140
Stock Appreciation / Rights - \$42.68 <u>(4)</u>	\$ 42.68	08/26/2011		M	1,125	<u>(7)</u> <u>(7)</u>	Common Stock <u>(1)</u>	1,125
	\$ 74.1	08/26/2011		M	3,900	<u>(8)</u> <u>(8)</u>		3,900

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Option (Buy \$74.10) <u>(4)</u>								Common Stock <u>(1)</u>	
Option (Buy \$82.55) <u>(4)</u>	\$ 82.55	08/26/2011	M	1,550	<u>(9)</u>	<u>(9)</u>	Common Stock <u>(1)</u>	1,550	
Option (Buy \$99.30) <u>(4)</u>	\$ 99.3	08/26/2011	M	917	<u>(10)</u>	<u>(10)</u>	Common Stock <u>(1)</u>	917	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carmony David A 2000 POST OAK BLVD. SUITE 100 HOUSTON, TX 77056-4400			Former Officer	

Signatures

Cheri L. Peper, 08/29/2011
Attorney-in-Fact

 **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) 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) Weighted average price within a one dollar price range. Sale prices range from \$100.30 to \$100.605 per share. Upon request, full information regarding the number of shares sold at each separate price will be provided.
- (3) Exercise of stock appreciation rights, under employer plan, settled in cash.
- (4) With tandem tax withholding right
- (5) Exercisable ratably over four years, beginning 05/05/06.
- (6) Exercisable ratably over four years beginning 05/03/2007.
- (7) Exercisable ratably over four years, beginning 05/06/2005
- (8) Exercisable ratably over four years beginning 05/02/2008.
- (9) Exercisable ratably over four years beginning 05/06/2010.
- (10) Exercisable ratably over four years beginning 05/05/2011.

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.