APACHE CORP Form 4 May 23, 2014

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

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

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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 * Gryder Rodney A. | | | 2. Issuer Name and Ticker or Trading Symbol APACHE CORP [APA] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|---------|----------|---|---|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | | |
| C/O APACHE | | | 05/23/2014 | _X_ Officer (give title Other (specify below) | | | |
| CORPORATION, 2000 POST OAK BLVD., SUITE 100 | | | | Vice President, Audit | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | | |
| HOUSTON, TX 77056-4400 | | | | _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 Acq | uired, Disposed of | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|------------------------------|------------|------------------------------|----------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | | | ispose 4 and (A) or | d of (D) 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) |
| Common Stock | 05/23/2014 | | Code V $M_{\underline{(1)}}$ | Amount 513 | (D) | Price \$ 0 | 8,996 | D | |
| Common Stock | 05/23/2014 | | F(2) | 141 | D | \$ 90.34 | 8,855 | D | |
| Common Stock | | | | | | | 1,638.205 | I | Held by trustee of 401(k) plan |

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. 5. Number Transactionof Code Derivative (Instr. 8) 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 Derivat Securit (Instr. 5 |
|---|---|---|---|---|---------|--|--------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock / Units (3) | \$ 0 (4) | 05/23/2014 | | M | 513 | <u>(1)</u> | <u>(1)</u> | Common Stock | 513 | \$ (|

Reporting Owners

Relationships Reporting Owner Name / Address

> 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, 05/23/2014 Attorney-in-Fact

**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).
- Vesting on 05/22/2014 of restricted stock units under employer plan data provided by plan administrator on 05/23/2014 Vesting occurs **(1)** 25% per year over four years.
- Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/22/2014 data provided by plan administrator on 05/23/2014.
- (3) With tandem tax withholding right

Reporting Owners 2

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(4) One share of Apache common stock for each restricted stock unit.

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