

APACHE CORP  
Form 4  
May 23, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Johnston Robert V. II

(Last) (First) (Middle)  
2000 POST OAK BLVD., SUITE 100  
(Street)

HOUSTON, TX 77056-4400

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/23/2014

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)  
Executive 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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	05/23/2014		M	760 A \$ 0	9,830	D	
Common Stock					23,620.433	I	Held by Trustee of 401(k) Plan
Common Stock					20,404.054	I	Held by Trustee of NQ Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 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 Security (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable	Expiration Date		
Phantom Stock Units <sup>(1)</sup>	\$ 0 <sup>(1)</sup>	05/23/2014		M		994		<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	99
Phantom Stock Units <sup>(1)</sup>	\$ 0 <sup>(1)</sup>	05/23/2014		M		1,500		<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	1,500
Phantom Stock Units	\$ 0	05/23/2014		J		55,187.2		<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	55,187.2
Phantom Stock Units	\$ 0	05/23/2014		M			760	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	760
Phantom Stock Units	\$ 0	05/23/2014		F			329.619	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	329.619
Phantom Stock Units	\$ 0	05/23/2014		D			0.0307	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	0.0307
Restricted Stock / Units <sup>(4)</sup>	\$ 0 <sup>(5)</sup>	05/23/2014		M			994	<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	994
Restricted Stock / Units <sup>(4)</sup>	\$ 0 <sup>(5)</sup>	05/23/2014		M			1,500	<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	1,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Johnston Robert V. II  
2000 POST OAK BLVD.  
SUITE 100  
HOUSTON, TX 77056-4400

Executive Vice President

## Signatures

Cheri L. Peper,  
Attorney-in-Fact

05/23/2014

\_\_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) One share of Apache common stock for each phantom stock unit.
  - (2) Exempt acquisition pursuant to Rule 16b-3(d). Accrued under the deferred compensation provisions of Apache's Deferred Delivery Plan - effective as of 05/22/2014. Data provided by the plan administrator on 05/23/2014.
  - (3) Exempt acquisition pursuant to Rule 16b-3(d). Accrued under the deferred compensation provisions of Apache's Deferred Delivery Plan - effective as of 05/22/2014. Data provided by the plan administrator on 05/23/2014.
  - (4) With tandem tax withholding right
  - (5) One share of Apache common stock for each restricted stock unit.
  - (6) Vesting on 05/22/2014 of restricted stock units under employer plan - data provided by plan administrator on 05/23/2014 Vesting occurs 25% per year over four years.  
Vesting on 05/22/2014 of restricted stock units pursuant to restricted stock unit award agreement under employer plan - data provided by
  - (7) plan administrator on 05/23/2014. Of these shares, 60 percent (net of required tax withholding) will not be eligible for sale by the reporting person until such time as he retires or otherwise terminates employment with the company.

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.