

Common Stock ⁽¹⁾	35,557.4058	I	401(k) plan By Trust ⁽⁴⁾
Common Stock ⁽¹⁾	15,731.646	I	Held by trustee of NQ Plan
Common Stock ⁽¹⁾	30,313.5942	I	Indian Creek Holdings, Ltd.

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock / Units ⁽⁵⁾	\$ 0	02/12/2012		M	12,500	⁽²⁾	⁽²⁾	Common Stock ⁽¹⁾	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PLANK ROGER B 2000 POST OAK BLVD, SUITE 100 HOUSTON, TX 77056			President and	Chief Corporate Officer

Signatures

Cheri L. Peper,
Attorney-in-Fact

02/13/2012

__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).

The shares of common stock of Apache are deemed to also represent certain preferred stock purchase rights ('Rights'). The Rights are not
(1) 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.

- Vesting on 02/12/2012 of restricted stock units pursuant to restricted stock unit award agreement under employer plan. Of these 12,500
(2) shares, 7,500 shares (4,766 shares after 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.
- (3) Shares withheld to cover required tax withholding on vesting of restricted stock units effective as of 02/12/2012.
 - (4) These shares are held in trust for the benefit of the reporting person's children. The reporting person and spouse are trustees.
 - (5) 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.