

APACHE CORP  
Form 4  
May 23, 2014

**FORM 4**

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

OMB APPROVAL

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**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.

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**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

