Bedingfield John R. Form 4 January 17, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

**OMB** Number:

5. Relationship of Reporting Person(s) to

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

**OMB APPROVAL** 

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock (1)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Bedingfield John R.			Symbol APACHE CORP [APA]					Issuer				
(Last) (First) (Middle)  2000 POST OAK BLVD, SUITE 100			3. Date of Earliest Transaction (Month/Day/Year) 01/16/2012					(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specif below)  Vice President				
HOUSTON		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Fransaction Date 2A. Deer execution any (Month/I		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			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 (1)	01/16/2012			M(2)	1,500	A	\$ 0	15,000.749	D			
Common Stock (1)	01/16/2012			F(3)	447	D	\$ 92.84	14,553.749	D			
Common Stock (1)								9,509.022	I	Held by Trustee of 401(k) Plan		

Held by

Trustee of

NQ Plan

4,342.603

I

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

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SEC 1474 (9-02)

8. I De Sec (In

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)	Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock / Units (4)	\$ 0 (5)	01/16/2012		M	1,500	01/15/2012	<u>(6)</u>	Common Stock (1)	1,500	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bedingfield John R. 2000 POST OAK BLVD SUITE 100 HOUSTON, TX 77056

Vice President

## **Signatures**

Cheri L. Peper, 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).
- 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) Vesting on 01/15/2012 of restricted stock units under employer plan data provided by plan administrator on 01/16/2012.

**(3)** 

Reporting Owners 2

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Shares withheld to cover required tax withholding on vesting of restricted stock units effective as of 01/15/2012 - data provided by plan administrator on 01/16/2012.

- (4) With tandem tax withholding right
- (5) One share of Apache common stock for each restricted stock unit.
- (6) Granted under employer plan on 01/15/2010. Units vest 1/3 on 01/15/2010, 01/15/2011, and 01/15/2012.

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.