

CRUM JOHN A  
Form 4  
March 09, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
CRUM JOHN A

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

HOUSTON, TX 77056

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/07/2011

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)  
Former Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	03/07/2011 <sup>(2)</sup>		M		5,600	A	\$ 56.73
Common Stock <sup>(1)</sup>	03/07/2011 <sup>(2)</sup>		M		4,900	A	\$ 71.88
Common Stock <sup>(1)</sup>	03/07/2011 <sup>(2)</sup>		M		8,250	A	\$ 74.1
Common Stock <sup>(1)</sup>	03/07/2011 <sup>(2)</sup>		M		2,275	A	\$ 82.55
Common Stock <sup>(1)</sup>	03/07/2011 <sup>(2)</sup>		S		21,025	D	\$ 123.2753
							<sup>(3)</sup>

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Common Stock <u>(1)</u>	8,071.013	I	Held by trustee of 401(k) plan
Common Stock <u>(1)</u>	8.473	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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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock / Units <u>(4)</u>	\$ 0	03/07/2011		H	41,375	<u>(5)</u> <u>(5)</u>	Common Stock <u>(1)</u>	41,375
Option (Buy \$56.73) <u>(4)</u>	\$ 56.73	03/07/2011 <sup>(2)</sup>		M	5,600	05/05/2009 05/05/2015	Common Stock <u>(1)</u>	5,600
Option (Buy \$71.88) <u>(4)</u>	\$ 71.88	03/07/2011 <sup>(2)</sup>		M	4,900	05/03/2010 05/03/2016	Common Stock <u>(1)</u>	4,900
Option (Buy \$74.10) <u>(4)</u>	\$ 74.1	03/07/2011 <sup>(2)</sup>		M	8,250	<u>(6)</u> 05/02/2017	Common Stock <u>(1)</u>	8,250
Option (Buy \$74.10) <u>(4)</u>	\$ 74.1	03/07/2011		H	2,750	<u>(5)</u> 05/02/2017	Common Stock <u>(1)</u>	2,750
Option (Buy \$135.83) <u>(4)</u>	\$ 135.83	03/07/2011		H	3,500	<u>(5)</u> 05/07/2018	Common Stock <u>(1)</u>	3,500
Conditional Grant / (\$216 Theshold)	\$ 0	03/07/2011		H	3,890	<u>(5)</u> 12/31/2012	Common Stock <u>(1)</u>	3,890
	\$ 82.55	03/07/2011 <sup>(2)</sup>		M	2,275	<u>(7)</u> 05/06/2019		2,275

Option (Buy \$82.55) <sup>(4)</sup>								Common Stock <sup>(1)</sup>	
Option (Buy \$82.55) <sup>(4)</sup>	\$ 82.55	03/07/2011	H	6,825	<sup>(5)</sup>	05/06/2019	Common Stock <sup>(1)</sup>	6,82	
Option (Buy \$99.30) <sup>(4)</sup>	\$ 99.3	03/07/2011	H	24,414	<sup>(5)</sup>	05/05/2020	Common Stock <sup>(1)</sup>	24,41	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRUM JOHN A 2000 POST OAK BOULEVARD SUITE 100 HOUSTON, TX 77056			Former Executive Officer	

## Signatures

Cheri L. Peper,  
Attorney-in-Fact

03/09/2011

        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.

(2) Stock option exercises and share sales on 03/04/2011 - data provided by plan administrator on 03/07/2011.

(3) Weighted average price within a one dollar price range. Sale prices range from \$123.20 to \$123.47 per share. Upon request, full information regarding the number of shares sold at each separate price will be provided.

(4) With tandem tax withholding right

(5) Upon termination of employment, forfeited for no value - exempt pursuant to Rule 16(b)-6(d).

(6) Exercisable ratably over four years, beginning 05/02/2008.

(7) Exercisable ratably over four years beginning 05/06/2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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