

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 \*  
SAUER JON W

(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)

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)

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 05/23/2014                           |  | M                              | 1,906 A   | \$ 0 4,202  | D  |  |
| Common Stock                    |                                      |  |                                |   | 4,552.451   | I  | Held by trustee of 401(k) plan             |
| Common Stock                    |                                      |  |                                |   | 700   | I  | The Sauer Family Holdings, Ltd             |
| Common Stock                    |                                      |  |                                |   | 20,253  | I  | By Irrevocable                             |

Trust

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 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                              |   | 636     |     | <sup>(2)</sup>   | <sup>(2)</sup>  | Common Stock  | 636     |
| Phantom Stock Units                        | \$ 0   | 05/23/2014                           |  | J                              |   | 36.5777 |     | <sup>(2)</sup>   | <sup>(2)</sup>  | Common Stock  | 36.5777 |
| Phantom Stock Units                        | \$ 0   | 05/23/2014                           |  | M                              |   | 1,906   |     | <sup>(2)</sup>   | <sup>(2)</sup>  | Common Stock  | 1,906   |
| Phantom Stock Units                        | \$ 0   | 05/23/2014                           |  | F                              |   | 635.629 |     | <sup>(2)</sup>   | <sup>(2)</sup>  | Common Stock  | 635.629 |
| Phantom Stock Units                        | \$ 0   | 05/23/2014                           |  | D                              |   | 0.8871  |     | <sup>(2)</sup>   | <sup>(2)</sup>  | Common Stock  | 0.8871  |
| Restricted Stock / Units <sup>(3)</sup>    | \$ 0 <sup>(4)</sup>                                    | 05/23/2014                           |  | M                              |   | 636     |     | <sup>(5)</sup>   | <sup>(5)</sup>  | Common Stock  | 636     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| SAUER JON W<br>2000 POST OAK BOULEVARD, SUITE 100<br>HOUSTON, TX 77056 |               |           | 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) With tandem tax withholding right
- (4) One share of Apache common stock for each restricted stock unit.
- (5) 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.

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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