

CRUM JOHN A  
Form 4  
March 09, 2011

**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 \*  
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
							78,579.081
Common Stock <sup>(1)</sup>	03/07/2011 <sup>(2)</sup>		M		4,900	A	\$ 71.88
							83,479.081
Common Stock <sup>(1)</sup>	03/07/2011 <sup>(2)</sup>		M		8,250	A	\$ 74.1
							91,729.081
Common Stock <sup>(1)</sup>	03/07/2011 <sup>(2)</sup>		M		2,275	A	\$ 82.55
							94,004.081
Common Stock <sup>(1)</sup>	03/07/2011 <sup>(2)</sup>		S		21,025	D	\$ 123.2753
							72,979.081
							<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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**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

