

Hoyt Rebecca A
 Form 4
 May 24, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Hoyt Rebecca A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2000 POST OAK BLVD., SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)
 05/23/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President, Chief Acct / Officer and Controller

(Street)
 HOUSTON, TX 77056

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Transaction(s) (Instr. 3 and 4) | | |
| | | | | Code | V | Amount | Price |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8 |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|---|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|---|---|-------------------------|--------------------|---|------------------|------------------|---------------------|--------------------|-----------------------------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock / Units ⁽¹⁾ | \$ 0 | 05/23/2012 | A | | 2,757 | | <u>(2)</u> | <u>(2)</u> | Common Stock ⁽³⁾ | 2,757 |
| Option (Buy \$82.63) ⁽¹⁾ | \$ 82.63 | 05/23/2012 | A | | 7,303 | | <u>(4)</u> | 05/22/2022 | Common Stock ⁽³⁾ | 7,303 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|------------------------|
| | Director | 10% Owner | Officer | Other |
| Hoyt Rebecca A 2000 POST OAK BLVD. SUITE 100 HOUSTON, TX 77056 | | | Vice President, Chief Acct | Officer and Controller |

Signatures

Cheri L. Peper,
 Attorney-in-Fact

05/24/2012

**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) With tandem tax withholding right
- (2) Restricted stock units granted 05/22/2012 under employer plan - data received from plan administrator on 05/23/2012. The units vest 25% per year on 06/01/2013, 05/22/2014, 05/22/2015 and 05/22/2016.

The shares of common stock of Apache are deemed to also represent certain preferred stock purchase rights ('Rights'). The Rights are not
- (3) 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.
- (4) Stock option granted 05/22/2012 under employer plan - data received from the plan administrator on 05/23/2012. Exercisable ratably over four years beginning 06/22/2013.

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.