

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

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

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
PLANK ROGER B

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)
02/11/2014

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

President and / Chief Corporate Officer

(Street)

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

HOUSTON, TX 77056

(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 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 ⁽¹⁾	02/11/2014		M ⁽²⁾		12,500	A	\$ 0	130,567	D	
Common Stock ⁽¹⁾	02/11/2014		F ⁽³⁾		3,469	D	\$ 81.38	127,098	D	
Common Stock ⁽¹⁾								12,134	I	By Spouse
Common Stock ⁽¹⁾								31,430	I	By trust fbo L.B. Plank
Common Stock ⁽¹⁾								39,596.035	I	Held by trustee of

Common Stock <u>(1)</u>	77,637.1143	I	401(k) plan By Trust <u>(4)</u>
Common Stock <u>(1)</u>	25,078.845	I	Held by trustee of NQ Plan
Common Stock <u>(1)</u>	233.8857	I	Indian Creek Holdings, Ltd.

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

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(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)		8.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock / Units ⁽⁵⁾	\$ 0 ⁽⁶⁾	02/11/2014		M		12,500		⁽²⁾	⁽²⁾	Common Stock ⁽¹⁾	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PLANK ROGER B 2000 POST OAK BLVD, SUITE 100 HOUSTON, TX 77056	President and Chief Corporate Officer

Signatures

Cheri L. Peper,
Attorney-in-Fact

02/12/2014

__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).

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.

Vesting on 02/11/2014 of restricted stock units pursuant to restricted stock unit award agreement under employer plan. Of these 12,500

(2) shares, 7,500 shares (5,419 shares after tax withholding) will not be eligible for sale by the reporting person until such time as he retires or otherwise terminates employment with the company.

(3) Shares withheld to cover required tax withholding on vesting of restricted stock units effective as of 02/11/2014.

(4) These shares are held in trust for the benefit of the reporting person's children. The reporting person and spouse are trustees.

(5) With tandem tax withholding right

(6) One share of Apache common stock for each restricted stock unit.

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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