

APACHE CORP  
Form 3  
June 10, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Sullivan Timothy J                        |         | (Month/Day/Year)                     | APACHE CORP [APA]  |  |
| (Last)                                    | (First) | (Middle)                             | 06/01/2015   |  |
| 2000 POST OAK BLVD., SUITE 100            |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| HOUSTON, TX 77056                         |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | Sr. VP - Operations Support  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 7,128.974   | D  |   |
| Common Stock                    | 22.934  | I  | Held by Trustee 401(k) Plan                           |
| Common Stock                    | 152.591   | I  | Held by Trustee NQ Plan                               |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|--|--|--|---------------|--------------|----------------------------------|
|--|--|--|---------------|--------------|----------------------------------|

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|   | Date Exercisable  | Expiration Date   | Derivative Security (Instr. 4)<br>Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|---|-------------------|-------------------|---|----------------------------|--|--|----------------------|
| Phantom Stock Units <sup>(1)</sup>      | Â <sup>(2)</sup>  | Â <sup>(2)</sup>  | Common Stock                            | 3,309.1649                 | \$ 0 <sup>(1)</sup>                      | D  | Â                    |
| Restricted Stock / Units <sup>(3)</sup> | Â <sup>(5)</sup>  | Â <sup>(5)</sup>  | Common Stock                            | 12,850                     | \$ 0 <sup>(4)</sup>                      | D  | Â                    |
| Option (Buy \$74.10) <sup>(3)</sup>     | Â <sup>(6)</sup>  | 05/02/2017        | Common Stock                            | 3,200                      | \$ 74.1                                  | D  | Â                    |
| Option (Buy \$82.55) <sup>(3)</sup>     | Â <sup>(7)</sup>  | 05/06/2019        | Common Stock                            | 1,370                      | \$ 82.55                                 | D  | Â                    |
| Option (Buy \$99.30) <sup>(3)</sup>     | Â <sup>(8)</sup>  | 05/05/2020        | Common Stock                            | 2,089                      | \$ 99.3                                  | D  | Â                    |
| Option (Buy \$126.61) <sup>(3)</sup>    | Â <sup>(9)</sup>  | 05/04/2021        | Common Stock                            | 1,851                      | \$ 126.61                                | D  | Â                    |
| Option (Buy \$82.63) <sup>(3)</sup>     | Â <sup>(10)</sup> | 05/22/2022        | Common Stock                            | 2,601                      | \$ 82.63                                 | D  | Â                    |
| Option - Buy \$80.89 <sup>(3)</sup>     | Â <sup>(11)</sup> | 05/16/2023        | Common Stock                            | 18,992                     | \$ 80.89                                 | D  | Â                    |
| Bus Perf (2014 Prgrm) <sup>(3)</sup>    | Â <sup>(12)</sup> | Â <sup>(12)</sup> | Common Stock                            | 5,736                      | \$ <sup>(4)</sup>                        | D  | Â                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                     |       |
|---|---------------|-----------|-------------------------------------|-------|
|   | Director      | 10% Owner | Officer                             | Other |
| Sullivan Timothy J<br>2000 POST OAK BLVD.<br>SUITE 100<br>HOUSTON, TX 77056 | Â             | Â         | Â Sr. VP -<br>Operations<br>Support | Â     |

## Signatures

Timothy J. Sullivan 06/10/2015

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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.

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- (2) Deferred stock units - pursuant to deferred compensation provisions of Apache's Deferred Delivery Plan.
- (3) With tandem tax withholding right
- (4) One share of Apache common stock for each restricted stock unit.
- (5) Restricted stock units granted under employer plan. The units vest ratably over four years beginning one year from the date of grant.
- (6) Exercisable ratably over four years beginning 05/02/2008.
- (7) Exercisable ratably over four years beginning 05/06/2010.
- (8) Exercisable ratably over four years beginning 05/05/2011.
- (9) Exercisable ratably over four years beginning 05/04/2012.
- (10) Exercisable ratably over four years beginning 05/22/2013.
- (11) Exercisable ratably over four years beginning 05/16/2014.

- 2014 Business Performance Program under 2011 Omnibus Equity Compensation Plan with performance period ended 12/31/2014. Final
- (12) number of RSUs determined 02/18/2015, with vesting 50% as of 12/31/2016 and 50% as of 12/31/2017. Data received from the plan administrator on 02/20/2015.

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.