

MERELLI F H
Form 4
August 16, 2011

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 *
MERELLI F H

(Last) (First) (Middle)
1700 LINCOLN STREET, SUITE 1800
(Street)

DENVER, CO 80203

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2011

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)
Director

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock ⁽¹⁾	08/14/2011		M ⁽²⁾	909 A \$ 0	14,264	D	
Common Stock ⁽¹⁾					13,086	I	By IRA

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock / Units	\$ 0 ⁽³⁾	08/14/2011		M	909	<u>(2)</u> <u>(2)</u>	Common Stock <u>(1)</u>	909
Restricted Stock / Units	\$ 0 ⁽³⁾	08/15/2011		M	1,897	<u>(4)</u> <u>(4)</u>	Common Stock <u>(1)</u>	1,897

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERELLI F H 1700 LINCOLN STREET SUITE 1800 DENVER, CO 80203	X		Director	

Signatures

Cheri L. Peper,
Attorney-in-Fact

08/16/2011

__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 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.

- (1) Vesting on 08/14/2011 of restricted stock units granted on 08/14/2010 to each of Apache's non-employee directors under 2007 Omnibus Equity Compensation Plan, which plan was approved by stockholders in May 2007.
- (2) One share of Apache common stock for each restricted stock unit.
- (3) Restricted stock units granted to each of Apache's non-employee directors under 2011 Omnibus Equity Compensation Plan, which plan was approved by stockholders in May 2011. The units vest 50% thirty days after grant date and 50% twelve months after grant date.

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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. up> \$ 30.75 11/13/200111/13/2010 Common Stock (\$1 par value) 16,000 16,000 D Non-Qualified Stock Option (right to buy) (7) \$ 33.1563 08/11/200008/11/2009 Common Stock (\$1 par value) 18,000 18,000 D Non-Qualified Stock Option (right to buy) (7) \$ 34.8 08/08/200208/08/2011 Common Stock (\$1 par value) 50,000 50,000 D Non-Qualified Stock Option (right to buy) (7) \$ 39.05 08/13/200308/13/2012 Common Stock (\$1 par value) 60,000 60,000 D Non-Qualified Stock Option (right to buy) (7) \$ 41.6875 08/12/199908/12/2008 Common Stock (\$1 par value) 18,000 18,000 D Non-Qualified Stock Option (right to buy) (5) \$ 46.165 08/12/200608/12/2013 Common Stock (\$1 par value) 70,000 70,000 D Non-Qualified Stock Option (right to buy) (8) \$ 46.165 08/12/201108/13/2013 Common Stock (\$1 par value) 70,000 70,000 D Non-Qualified Stock Option (right to buy) (5) \$ 46.21 08/08/200908/08/2016 Common Stock (\$1 par value) 106,000 106,000 D Non-Qualified Stock Option (right to buy) (5) \$ 49.1 08/09/200808/09/2015 Common Stock (\$1 par value) 53,333 53,333 D Non-Qualified Stock Option (right to buy) (5) \$ 49.97 08/10/200708/10/2014 Common Stock (\$1 par value) 90,000 90,000 D Non-Qualified Stock Option (right to buy) (5) \$ 53.9 08/07/201008/07/2017 Common Stock (\$1 par value) 120,000 120,000 D Restricted stock units (9) \$ 0 08/08/198808/08/1988 Common Stock (\$1 par value) 23,889 23,889 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LACY STEPHEN M 1716 LOCUST STREET DES MOINES, IA 50309-3023	X		President & CEO	

Signatures

By: John S. Zieser, Attorney-in-Fact For: Stephen M. Lacy 02/04/2008

__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) Shares were awarded pursuant to the Meredith Corporation Stock Incentive Plans. The shares are subject to forfeiture and are nontransferable until vested, either on the third or the fifth anniversary of the grant date, as specified in each award agreement.
- (2) Disposition to the Issuer of shares of vesting restricted stock the reporting person elected to have Meredith convert to stock equivalent units, exempt pursuant to Rule 16a-13.
- (3) Shares held in reporting person's IRA and Meredith Corp. Savings & Investment Plan accounts, upon which quarterly dividends are paid in the form of additional Common Stock (\$1 par value).
Stock equivalents issued pursuant to Meredith Corp.'s Deferred Compensation Plan or Stock Incentive Plan which will be converted to
- (4) Common Stock (\$1 par value) on a one-for-one basis in connection with the reporting person's retirement from or termination of Meredith Corp. employment.
- (5) This option was granted pursuant to the Meredith Corp. Stock Incentive Plans and becomes exercisable in its entirety on the third anniversary of the date of grant.
This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and will become exercisable in full August 9, 2008.
- (6) Graduated percentages of the option, however, will become exercisable August 13, 2003, if specified EPS growth targets set forth in Exhibit A to the Nonqualified Stock Option Award agreement are met.
- (7) This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and becomes exercisable in three equal annual installments, commencing on the first anniversary of the date of grant.

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This option was granted pursuant to the '96 Meredith Corp. Stock Incentive Plan and will become exercisable in full on August 12, 2011.

- (8) Graduated percentages of the option, however, will become exercisable on August 12, 2006, if specified EPS growth targets set forth in Exhibit A to the Nonqualified Stock Option Award agreement are met.
- (9) Restricted stock units (granted pursuant to Meredith Corp.'s Stock Incentive Plan), which will be converted to Common Stock (\$1 par value) on a one-for-one basis upon the attainment of specified EPS growth targets and the completion of a three-year period of service.

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