

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Sullivan Timothy J</u>  (Last) (First) (Middle) 2000 POST OAK BLVD. SUITE 100  (Street) HOUSTON TX 77056  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>APACHE CORP [ APA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec. VP - Operations Support</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/01/2019		M <sup>(1)</sup>		3,309	A	\$0	61,139.628	D	
Common Stock	02/01/2019		F <sup>(2)</sup>		1,303	D	\$32.65	59,836.628	D	
Common Stock	02/01/2019		M		2,206	A	\$0 <sup>(3)</sup>	62,042.628	D	
Common Stock	02/01/2019		D <sup>(3)</sup>		2,206	D	\$32.65	59,836.628	D	
Common Stock	02/03/2019		M <sup>(4)</sup>		6,189	A	\$0	66,025.628	D	
Common Stock	02/03/2019		F <sup>(2)</sup>		2,436	D	\$32.65	63,589.628	D	
Common Stock								23.572	I	Held by Trustee 401(k) Plan
Common Stock								12,788.212	I	Held by Trustee NQ Plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock / Units	\$0 <sup>(5)</sup>	02/01/2019		M			3,309	(1)	(1)	Common Stock	3,309	\$0	72,546	D	
Restricted Stock / Units	\$0 <sup>(3)</sup>	02/01/2019		M			2,206	(6)	(6)	Common Stock	2,206	\$0 <sup>(3)</sup>	70,340	D	
Restricted Stock / Units	\$0 <sup>(5)</sup>	02/03/2019		M			6,189	(4)	(4)	Common Stock	6,189	\$0	64,151	D	

**Explanation of Responses:**

1. Vesting on 02/01/2019 of restricted stock units under the employer plan. Vesting occurs ratably over three years.
2. Shares withheld to cover required tax withholding on vesting of restricted stock.
3. Each restricted stock unit is the economic equivalent of one share of the Issuer's common stock and can only be settled in cash
4. Vesting on 02/03/2019 of restricted stock units under employer plan. Vesting occurs ratably over three years.
5. One share of Apache common stock for each restricted stock unit.
6. Vesting on 02/01/2019 of cash-based restricted stock units granted under employer plan. Vesting occurs ratably over three years.

Raj Sharma, Attorney-in-Fact 02/05/2019

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**