

FARRIS G STEVEN
 Form 4
 March 05, 2009

FORM 4

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

OMB APPROVAL

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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 *
FARRIS G STEVEN

(Last) (First) (Middle)

**ONE POST OAK CENTRAL, 2000
 POST OAK BLVD, SUITE 100**

(Street)

HOUSTON, TX 77056-4400

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2009

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)
Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock <u>(1)</u> | 03/04/2009 | | M ⁽²⁾ | 5,555 A | \$ 0 502,042 | D | |
| Common Stock <u>(1)</u> | 03/04/2009 | | F ⁽³⁾ | 1,470 D | \$ 59.09 500,572 | D | |
| Common Stock <u>(1)</u> | | | | | 300 | I | By Son |
| Common Stock <u>(1)</u> | | | | | 7,650 | I | By Trust fbo Grandchildren |
| Common Stock <u>(1)</u> | | | | | 3,100 | I | By Trust fbo Son |

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| | | | |
|-------------------------|------------|---|--------------------------------|
| Common Stock <u>(1)</u> | 51,564.982 | I | Held by trustee of 401(k) plan |
| Common Stock <u>(1)</u> | 21,896.49 | I | Held by Trustee of NQ Plan |

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

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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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Conditional Grant (\$108 Threshold) <u>(4)</u> | \$ 0 <u>(5)</u> | 03/04/2009 | | M | 5,555 | <u>(2)</u> <u>(2)</u> | Common Stock <u>(1)</u> | 5,555 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FARRIS G STEVEN ONE POST OAK CENTRAL 2000 POST OAK BLVD, SUITE 100 HOUSTON, TX 77056-4400 | X | | Chairman and CEO | |

Signatures

| | |
|---|------------|
| Cheri L. Peper, Attorney-in-Fact | 03/05/2009 |
| <u> </u> **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) \$108.00 price threshold attained on 02/29/2008 under the terms of 2005 Share Appreciation Plan - data for the 03/01/2009 vesting provided by the plan administrator on 03/04/2009. Grant vested or will vest one-fourth on each of 02/29/2008, 03/01/2009, 03/01/2010, and 03/01/2011, and vested portion distributed within 30 days of each such date.

(2) Shares used to cover required tax withholding on 03/01/2009 vesting of conditional grant - data provided by the plan administrator on 03/04/2009.

(3) With tandem tax withholding right

Payable if Apache common stock attains the per share price threshold prior to 01/01/2009. If threshold is attained, will be paid over four vesting dates: within 30 days after the date on which the price threshold is attained, and the dates 12 months, 24 months, and 36 months following such date of attainment.

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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