

PLANK RAYMOND  
Form 4  
May 05, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 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 \*  
PLANK RAYMOND

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)  
ONE POST OAK CENTRAL, 2000  
POST OAK BLVD, STE 100

3. Date of Earliest Transaction (Month/Day/Year)  
05/04/2009

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Retired Chairman / of the Board

(Street)  
HOUSTON, TX 77056-4400

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

(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 <u>(1)</u>	05/04/2009		M <sup>(2)</sup>	2,292 A \$ 0	66,321	D	
Common Stock <u>(1)</u>	05/04/2009		M	28,150 A \$ 71.88	94,471	D	
Common Stock <u>(1)</u>	05/04/2009		S	2,292 D \$ 77.9	92,179	D	
Common Stock <u>(1)</u>	05/04/2009		S	28,150 D \$ 77.4542	64,029	D	
Common Stock <u>(1)</u>					4,000	I	Plank Family Apache

Common Stock <sup>(1)</sup>	17,750	I	Assoc L.P. Plank Family Apache Inv. L.P.
-----------------------------	--------	---	---

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

**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 control number.**

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Option (Buy \$71.88) <sup>(3)</sup>	\$ 71.88	05/04/2009		M	28,150	<sup>(4)</sup>	01/14/2012	Common Stock <sup>(1)</sup>	28,150
Phantom Stock Units <sup>(5)</sup>	\$ 0 <sup>(5)</sup>	05/04/2009		M	2,292	<sup>(2)</sup>	<sup>(2)</sup>	Common Stock <sup>(1)</sup>	2,292
Phantom Stock Units <sup>(5)</sup>	\$ 0 <sup>(5)</sup>	05/04/2009		F	1,234.2807	<sup>(6)</sup>	<sup>(6)</sup>	Common Stock <sup>(1)</sup>	1,234.2807
Phantom Stock Units <sup>(5)</sup>	\$ 0 <sup>(5)</sup>	05/04/2009		D	0.2357	<sup>(7)</sup>	<sup>(7)</sup>	Common Stock <sup>(1)</sup>	0.2357

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PLANK RAYMOND ONE POST OAK CENTRAL 2000 POST OAK BLVD, STE 100 HOUSTON, TX 77056-4400			Retired Chairman	of the Board

## Signatures

Cheri L. Peper,  
Attorney-in-Fact

05/05/2009

\_\_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.

(2) Exempt transaction pursuant to Rule 16(b)-3 - 05/02/09 distribution under the provisions of Apache's Deferred Delivery Plan - data provided by plan administrator on 05/04/09.

(3) With tandem tax withholding right

(4) Exercisable ratably over four years, beginning 05/03/2007

(5) One share of Apache common stock for each phantom stock unit.

(6) Exempt transaction - units used as of 05/02/09 to cover required tax withholding on a transaction exempt under Rule 16b-3 - data provided by plan administrator on 05/04/09.

(7) Exempt transaction - disposition to the issuer as of 05/02/09 involving the settlement of a fractional unit in cash in connection with transaction exempt under Rule 16b-3 - data provided by plan administrator on 05/04/09.

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.