

JEPPESEN JON A
 Form 4
 May 05, 2009

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 *
JEPPESEN JON A

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 BOULEVARD, SUITE
 100**

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President

(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 ⁽¹⁾ | 05/04/2009 | | M ⁽²⁾ | 1,275 A \$ 0 | 28,391 | D | |
| Common Stock ⁽¹⁾ | 05/04/2009 | | F ⁽³⁾ | 338 D \$ 76.97 | 28,053 | D | |
| Common Stock ⁽¹⁾ | 05/04/2009 | | M ⁽⁴⁾ | 1,150 A \$ 0 | 29,203 | D | |
| Common Stock ⁽¹⁾ | 05/04/2009 | | F ⁽⁵⁾ | 305 D \$ 76.97 | 28,898 | D | |
| Common Stock ⁽¹⁾ | | | | | 5,925.745 | I | Held by Trustee of |

| | | | |
|----------------------------|-----------|---|--|
| Common Stock <u>(1)</u> | 3,651.896 | I | 401(k) Plan 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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(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. Pr Deriv Secu (Instr | |
|---|---|---|---|---|---|--|---|----------------------------------|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Units <u>(6)</u> | \$ 0 <u>(7)</u> | 05/04/2009 | | M | 1,275 | <u>(2)</u> | <u>(2)</u> | Common Stock <u>(1)</u> | 1,275 |
| Restricted Stock Units <u>(6)</u> | \$ 0 <u>(7)</u> | 05/04/2009 | | M | 1,150 | <u>(4)</u> | <u>(4)</u> | Common Stock <u>(1)</u> | 1,150 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JEPPESEN JON A
ONE POST OAK CENTRAL
2000 POST OAK BOULEVARD, SUITE 100
HOUSTON, TX 77056-4400

Sr. Vice President

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 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 05/01/09 of restricted stock units under employer plan - data provided by plan administrator on 05/04/09. Vesting occurs 25% per year over four years.
- (2) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/01/09 - data provided by plan administrator on 05/04/09.
- (3) Vesting on 05/03/09 of restricted stock units under employer plan - data provided by plan administrator on 05/04/09. Vesting occurs 25% per year over four years.
- (4) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/03/09 - data provided by plan administrator on 05/04/09.
- (5) With tandem tax withholding right
- (6) One share of Apache common stock for each restricted stock unit.

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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