JEPPESEN JON A Form 4 May 27, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JEPPESEN JON A

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

APACHE CORP [APA]

05/26/2009

(Check all applicable)

(Last)

(Middle)

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

Director X_ Officer (give title

10% Owner Other (specify

ONE POST OAK CENTRAL, 2000 POST OAK BOULEVARD, SUITE

(First)

100

6. Individual or Joint/Group Filing(Check

Sr. Vice President

Applicable Line)

below)

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77056-4400

(City)	(State) (2	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price			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 (1)	05/27/2009		$M^{(2)}$	1,682	A	\$0	31,572	D	
Common Stock (1)							5,960.733	I	Held by Trustee of 401(k) Plan
Common Stock (1)							3,829.586	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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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of Derivative TransactionSecurities Acquired (A) Code or Disposed of (D) (Instr. 8) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)		
	Security			C-l- V	(4)	(D)	Date Exercisable	Expiration Date	Title	Amor Numl Share
Phantom Stock Units (3)	\$ 0 (3)	05/26/2009		Code V	(A) 21.5118	(D)	<u>(4)</u>	<u>(4)</u>	Common Stock (1)	21
Phantom Stock Units (3)	\$ 0 (3)	05/27/2009		M		1,682	(2)	(2)	Common Stock (1)	1,0
Phantom Stock Units (3)	\$ 0 (3)	05/27/2009		F		560.6816	<u>(5)</u>	<u>(5)</u>	Common Stock (1)	560
Phantom Stock Units (3)	\$ 0 (3)	05/27/2009		D		0.0446	<u>(6)</u>	<u>(6)</u>	Common Stock (1)	0.0

Reporting Owners

Reporting Owner Name / Address	Kelationships					
	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 05/27/2009

**Signature of Reporting Person Da

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)

Reporting Owners 2

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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.

- (2) Exempt transaction pursuant to Rule 16(b)-3 distribution under the provisions of Apache's Deferred Delivery Plan, as of 05/22/2009. Data provided by the plan administrator on 05/27/09.
- (3) One share of Apache common stock for each phantom stock unit.
- (4) Exempt acquisition pursuant to Rule 16b-3(d) accrued under the deferred compensation provisions of Apache's Deferred Delivery Plan as of 05/22/2009 data provided by the plan administrator on 05/26/2009.
- (5) Exempt transaction units used to cover required tax withholding on a transaction exempt under Rule 16b-3 as of 05/22/2009 data provided by the plan administrator on 05/27/2009.
- (6) Exempt transaction disposition to the issuer involving the settlement of a fractional unit in cash in connection with transaction exempt under Rule 16b-3 as of 05/22/2009 data provided by the plan administrator on 05/27/2009.

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.