FARRIS G STEVEN

Form 4

March 05, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **FARRIS G STEVEN**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

1.Title of

Security

(Instr. 3)

Stock (1)

(First) (Middle) APACHE CORP [APA]

(Check all applicable)

ONE POST OAK CENTRAL, 2000

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

_X__ Director X_ Officer (give title

10% Owner Other (specify

By Son

03/04/2009

below) Chairman and CEO

POST OAK BLVD. SUITE 100

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person

(I)

I

(Instr. 4)

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting Person

Reported

300

Transaction(s)

(Street)

Filed(Month/Day/Year)

HOUSTON, TX 77056-4400

2. Transaction Date 2.

(Month/Day/Year)

(State)

(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	
Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect Beneficial	
any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Ownership	
(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	(Instr. 4)	
			Following	or Indirect		

(A)

(Instr. 3 and 4) Code V Amount (D) Price Common 03/04/2009 $M^{(2)}$ 5.555 A \$0 502,042 D Stock (1)

Common $F^{(3)}$ 03/04/2009 1,470 D 500,572 D

59.09 Stock (1) Common

Common By Trust fbo I 7,650 Stock (1) Grandchildren

Common By Trust fbo 3,100 I Stock (1) Son

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Common Stock (1)	51,564.982	I	Held by trustee of 401(k) plan
Common Stock (1)	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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		te, if Transaction Derivative Expiration Code Securities (Month/Da Year) (Instr. 8) Acquired (A) or Disposed of (D)		6. Date Exer Expiration D (Month/Day/	ate		le and Amount of rlying Securities . 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Conditional Grant (\$108 Threshold)	\$ 0 (5)	03/04/2009		M	5,555	(2)	(2)	Common Stock (1)	5,555			

Reporting Owners

Reporting Owner Name / Address	Relationships				
Reporting Switch Fauncy Faunces	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					

Signatures

Cheri L. Peper,	03/05/2009		
Attorney-in-Fact	03/03/2009		
**Signature of Reporting Person	Date		

Reporting Owners 2

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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.
- \$108.00 price threshold attained on 02/29/2008 under the terms of 2005 Share Appreciation Plan data for the 03/01/2009 vesting (2) 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.
- (3) 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.
- (4) 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. 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.