APACHE CORP Form 4 June 03, 2008

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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may continue.

See Instruction

Check this box

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).

Common

Stock (1) Common

Stock (1)

Common

Stock (1)

06/02/2008

06/02/2008

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading EICHLER RODNEY J Issuer Symbol APACHE CORP [APA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify ONE POST OAK CENTRAL, 2000 06/02/2008 below) POST OAK BOULEVARD, SUITE Exec. Vice President 100 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77056-4400 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) 1. Title of 2. Transaction Date 2A. Deemed 3. 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) or Indirect (Instr. 4) Following Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price

9,124

9,124

Α

D

\$ 11.6884 25,001.089

137.0921

15,877.089

12,627.382

D

D

I

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

M

S

Held by

401(k) Plan

Trustee of

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Exec. Vice President

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Option- Buy \$11.6884	\$ 11.6884	06/02/2008		M		9,124	(3)	09/17/2008	Common Stock (1)	9,
Phantom Stock Units (4)	\$ 0 (4)	06/02/2008		M	1,275		<u>(5)</u>	<u>(5)</u>	Common Stock (1)	1,2
Phantom Stock Units (4)	\$ 0 (4)	06/02/2008		F		18.4875	<u>(6)</u>	<u>(6)</u>	Common Stock (1)	18.4
Restricted Stock Units (2)	\$ 0 <u>(7)</u>	06/02/2008		M		1,275	<u>(8)</u>	<u>(8)</u>	Common Stock (1)	1,2

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

EICHLER RODNEY J ONE POST OAK CENTRAL 2000 POST OAK BOULEVARD, SUITE 100 HOUSTON, TX 77056-4400

Signatures

Cheri L. Peper, Attorney-in-Fact 06/03/2008

**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.
- (2) With tandem tax withholding right
- (3) Exercisable ratably over four years, beginning 09/17/99.
- (4) One share of Apache common stock for each phantom stock unit.
- (5) Exempt acquisition pursuant to Rule 16b-3(d). Accrued under the deferred compensation provisions of Apache's Deferred Delivery Planeffective as of 06/01/08. Data provided by the plan administrator on 06/02/08.
- (6) Stock units (each deemed to be equivalent to one share of Apache common stock) used to cover required tax withholding related to deferral upon vesting of restricted stock on 06/01/08. Data provided by the plan administrator on 06/02/2008.
- (7) One share of Apache common stock for each restricted stock unit.
- (8) Vesting on 06/01/08 of restricted stock units under employer plan data provided by plan administrator on 06/02/08. Vesting occurs 25% per year over four years.

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.