EICHLER RODNEY J

Form 4

January 08, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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obligations may continue.

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)

See Instruction

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 Other (specify X_ Officer (give title ONE POST OAK CENTRAL, 2000 01/08/2009 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

(State)

(Zip)

(City)

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. Transaction Code (Instr. 8)	4. Securities onAcquired (A) of Disposed of (D (Instr. 3, 4 and))	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	(A) or Amount (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	01/08/2009		M(2)	1,236 A	\$0	17,894.647	D	
Common Stock (1)						12,689.236	I	Held by Trustee of 401(k) Plan

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

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number.

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 of TransactionDerivative Code Securities (Instr. 8) 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 or Number of Shares
Phantom Stock Units (3)	\$ 0 (3)	01/08/2009		M		1,236	(2)	(2)	Common Stock (1)	1,236
Phantom Stock Units (3)	\$ 0 (3)	01/08/2009		F		518.5522	<u>(4)</u>	<u>(4)</u>	Common Stock (1)	518.5522
Phantom Stock Units (3)	\$ 0 (3)	01/08/2009		D		0.8717	(5)	(5)	Common Stock (1)	0.8717

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

Exec. Vice President

Signatures

Cheri L. Peper,
Attorney-in-Fact

**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.
- (2) Exempt transaction pursuant to Rule 16(b)-3 01/07/09 distribution under the provisions of Apache's Deferred Delivery Plan data provided by plan administrator on 01/08/09.
- (3) One share of Apache common stock for each phantom stock unit.

Reporting Owners 2

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- (4) Exempt transaction units used as of 01/07/09 to cover required tax withholding on a transaction exempt under Rule 16b-3 data provided by plan administrator on 01/08/09.
- (5) Exempt transaction disposition to the issuer as of 01/07/09 involving the settlement of a fractional unit in cash in connection with transaction exempt under Rule 16b-3 data provided by plan administrator on 01/08/09.

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.