DYE ROBERT J Form 4

May 08, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Addre DYE ROBERT	ss of Reporting Person J	2. Issuer Name and Ticker or Trading Symbol APACHE CORP [APA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) ONE POST OA	(First) (Middle)	(Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify		
POST OAK BLVD, SUITE 100		03/00/2007	below) below) Vice President / Investor Relations		
	(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	X 77056-4400		Person		

(City)	(State)	(Zip)	Table I - Non-D	erivative Securities Acqu	uired, Disposed of	, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature

		Tabl	CI-MOH-D	ciivative	occui.	ines Acq	un cu, Disposcu oi	, or beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock (1)	05/06/2009		M(2)	1,000	A	\$0	25,844	D		
Common Stock (1)	05/06/2009		F(3)	265	D	\$ 80.19	25,579	D		
Common Stock (1)							3,075	I	By Trusts fbo Children	
Common Stock (1)							7,373.659	I	Held by Trustee 401(k) Plan	

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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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Numb orDerivativ Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Buy \$82.55) (4)	\$ 82.55	05/07/2009		A	3,300		<u>(5)</u>	05/06/2019	Common Stock (1)	3,300
Restricted Stock Units (4)	\$ 0 (6)	05/06/2009		M		1,000	(2)	(2)	Common Stock (1)	1,000
Restricted Stock Units (4)	\$ 0 (6)	05/07/2009		A	3,300		<u>(7)</u>	<u>(7)</u>	Common Stock (1)	3,300

Relationships

Relations

Reporting Owners

Reporting Owner Name / Address			-		
	Director	10% Owner	Officer	Other	
DYE ROBERT J					
ONE POST OAK CENTRAL			Vice President	Investor	
ACCO DOCT O AIX DI VID. CI UTEL 100			Vice President	D 1 4	

2000 POST OAK BLVD, SUITE 100 HOUSTON, TX 77056-4400

Signatures

Cheri L. Peper, Attorney-in-Fact 05/08/2009

**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).

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) Vesting on 05/04/09 of restricted stock units under employer plan data provided by plan administrator on 05/06/09. Vesting occurs 25% per year over four years.
- (3) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/04/09 data provided by plan administrator on 05/06/09.
- (4) With tandem tax withholding right
- (5) Stock option granted 05/06/2009 under employer plan data received from the plan administrator on 05/07/2009. Exercisable ratably over four years beginning 05/06/2010.
- (6) One share of Apache common stock for each restricted stock unit.
- (7) Restricted units granted 05/06/2009 under employer plan data received from plan administrator on 05/07/2009. The units vest 25% per year on 06/01/2010, 05/06/2011, 05/06/2012 and 05/06/2013.

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.