

Merrick Aaron S. G.
 Form 4
 May 11, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Merrick Aaron S. G.

2. Issuer Name and Ticker or Trading Symbol
 APACHE CORP [APA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2000 POST OAK BLVD., SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/07/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President

HOUSTON, TX 77056

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock ⁽¹⁾ | 05/10/2010 | | M ⁽²⁾ | 195 A \$ 0 | 3,376 | D | |
| Common Stock ⁽¹⁾ | 05/10/2010 | | F ⁽³⁾ | 52 D \$ 95.96 | 3,324 | D | |
| Common Stock ⁽¹⁾ | | | | | 1,160.737 | I | Held by Trustee of 401(k) Plan |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities 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 |
| Restricted Stock / Units ⁽⁴⁾ | \$ 0 ⁽⁵⁾ | 05/07/2010 | | M | 1,533 | ⁽⁶⁾ ⁽⁶⁾ | Common Stock ⁽¹⁾ 1,533 |
| Restricted Stock / Units ⁽⁴⁾ | \$ 0 ⁽⁵⁾ | 05/10/2010 | | M | 195 | ⁽²⁾ ⁽²⁾ | Common Stock ⁽¹⁾ 195 |
| Option (Buy \$99.30) ⁽⁴⁾ | \$ 99.3 | 05/07/2010 | | M | 3,793 | ⁽⁷⁾ 05/05/2020 | Common Stock ⁽¹⁾ 3,793 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Merrick Aaron S. G. 2000 POST OAK BLVD. SUITE 100 HOUSTON, TX 77056 | | | Vice President | |

Signatures

Aaron S. G. Merrick
05/11/2010
**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).

(1)

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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 05/06/2010 of restricted stock units under employer plan - data provided by plan administrator on 05/10/2010 Vesting occurs 25% per year over four years.
- (3) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/06/2010 - data provided by plan administrator on 05/10/2010.
- (4) With tandem tax withholding right
- (5) One share of Apache common stock for each restricted stock unit.
- (6) Restricted units granted 05/05/2010 under employer plan - data received from plan administrator on 05/07/2010. The units vest 25% per year on 06/01/2011, 05/05/2012, 05/05/2013 and 05/05/2014.
- (7) Stock option granted 05/05/2010 under employer plan - data received from the plan administrator on 05/07/2010. Exercisable ratably over four years beginning 05/05/2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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