

PLANK ROGER B
Form 5
February 13, 2009

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
PLANK ROGER B

(Last) (First) (Middle)

ONE POST ONE
CENTRAL, 2000 POST OAK
BLVD, SUITE 100

(Street)

HOUSTON, TX 77056-4400

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec VP and Chief Fin. Officer

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock ⁽¹⁾ | Â | Â | Â | Â | 58,638 | D | Â |
| Common Stock ⁽¹⁾ | Â | Â | Â | Â | 12,134 | I | By Spouse |
| Common Stock ⁽¹⁾ | 11/30/2007 | Â | G | 0 ⁽²⁾ | A \$ 0 9,006 | I | By Trust ⁽³⁾ |
| Common Stock ⁽¹⁾ | 02/01/2008 | Â | G | 0 ⁽⁴⁾ | A \$ 0 9,006 | I | By Trust ⁽³⁾ |

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| | | | | | | | | | |
|-------------------------|------------|---|---|--------------|---|------|------------|---|---------------------------------------|
| Common Stock <u>(1)</u> | Â | Â | Â | Â | Â | Â | 38,930 | I | By trust fbo L.B. Plank |
| Common Stock <u>(1)</u> | Â | Â | Â | Â | Â | Â | 38,193.532 | I | Held by trustee of 401(k) plan |
| Common Stock <u>(1)</u> | Â | Â | Â | Â | Â | Â | 15,426.738 | I | Held by trustee of NQ Plan |
| Common Stock <u>(1)</u> | 11/30/2007 | Â | G | 0 <u>(2)</u> | D | \$ 0 | 56,865 | I | Indian Creek Holdings L.P. <u>(5)</u> |
| Common Stock <u>(1)</u> | 02/01/2008 | Â | G | 0 <u>(4)</u> | D | \$ 0 | 56,865 | I | Indian Creek Holdings <u>(5)</u> |

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 required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PLANK ROGER B ONE POST ONE CENTRAL | Â | Â | Â Exec VP and Chief | Â |

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

Fin. Officer

Signatures

/s/ Cheri L. Peper,
Attorney-in-Fact

02/13/2009

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).

The shares of common stock of Apache are deemed to also represent certain preferred stock purchase rights ("Rights"). The Rights are

- (1) not currently exercisable or separately tradeable 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) Represents separate gifts of partnership interests in Indian Creek Holdings L.P. to trusts for the reporting person's three children. Each gift represented a 7.5 percent interest in Indian Creek Holdings L.P.

- (3) These shares are held in trust for the benefit of the reporting person's children. The reporting person and spouse are trustees.

- (4) Represents separate gifts of partnership interests in Indian Creek Holdings L.P. to trusts for the reporting person's three children. Each gift represented a 0.32 percent interest in Indian Creek Holdings L.P.

- (5) Managing general partner of Indian Creek Holdings L.P.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.