EICHLER RODNEY J

Form 4 May 08, 2009

FORM 4

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

OMB APPROVAL OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

Section 16. Form 4 or Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response... 0.5

may continue. See Instruction 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)

1. Name and Address of Reporting Person * EICHLER RODNEY J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

APACHE CORP [APA]

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

Director 10% Owner

ONE POST OAK CENTRAL, 2000 POST OAK BOULEVARD, SUITE 05/06/2009

(Month/Day/Year)

Other (specify X_ Officer (give title below)

100

(Street)

(State)

Co-COO and President / - International

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

HOUSTON, TX 77056-4400

(Zip)

(Middle)

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

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

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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 Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securitie Acquired Disposed (Instr. 3, 5)	d (A) or d of (D)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Buy \$82.55) (1)	\$ 82.55	05/07/2009		A	9,100		(2)	05/06/2019	Common Stock (3)	9,100
Phantom Stock Units (4)	\$ 0 (4)	05/06/2009		M	1,350		(5)	<u>(5)</u>	Common Stock (3)	1,350
Restricted Stock Units (1)	\$ 0 (6)	05/06/2009		M		1,350	<u>(7)</u>	<u>(7)</u>	Common Stock (3)	1,350
Restricted Stock Units (1)	\$ 0 (6)	05/07/2009		A	9,100		<u>(8)</u>	(8)	Common Stock (3)	9,100

Reporting Owners

Reporting Owner Name / Address	Keiationsnips						
	Director	10% Owner	Officer	Other			

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

Co-COO and President

International

Signatures

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

**Signature of Reporting Person D

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) With tandem tax withholding right
- (2) 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.
- 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.
- (4) One share of Apache common stock for each phantom stock unit.

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- (5) Exempt acquisition pursuant to Rule 16b-3(d). Accrued under the deferred compensation provisions of Apache's Deferred Delivery Planeffective as of 05/04/09. Data provided by the plan administrator on 05/06/09.
- (6) One share of Apache common stock for each restricted stock unit.
- (7) 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.
- (8) 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.