JEPPESEN JON A Form 4

December 22, 2008

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

**OMB** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations **SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction

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)

1. Name and Address of Reporting Person \* JEPPESEN JON A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

APACHE CORP [APA]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner

ONE POST OAK CENTRAL, 2000 POST OAK BOULEVARD, SUITE 12/19/2008

X\_ Officer (give title Other (specify below)

Sr. Vice President

100

(Street)

(State)

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

(City)	(State) (A	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. Securi onAcquired Disposed (Instr. 3,	(A) o l of (D	)	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)	
Common Stock (1)	12/19/2008		$M_{\underline{(2)}}$	729	A	\$0	25,562	D		
Common Stock (1)							5,508.478	I	Held by Trustee of 401(k) Plan	
Common Stock (1)							2,375.437	I	Held by Trustee of NQ Plan	

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. Transaction Code (Instr. 8)			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)	12/19/2008		M		729	(2)	(2)	Common Stock (1)	729
Phantom Stock Units (3)	\$ 0 (3)	12/19/2008		F		392.6577	<u>(4)</u>	<u>(4)</u>	Common Stock (1)	392.6577
Phantom Stock Units (3)	\$ 0 (3)	12/19/2008		D		0.2214	<u>(5)</u>	<u>(5)</u>	Common Stock (1)	0.2214

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

JEPPESEN JON A
ONE POST OAK CENTRAL
2000 POST OAK BOULEVARD SUITE 100

2000 POST OAK BOULEVARD, SUITE 100

HOUSTON, TX 77056-4400

Sr. Vice President

**Signatures** 

Cheri L. Peper, Attorney-in-Fact

\*\*Signature of Reporting Person Da

# **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.

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- (2) Exempt transaction pursuant to Rule 16(b)-3 distribution under the provisions of Apache's Deferred Delivery Plan as of 12/18/2008 data provided by the plan administrator on 12/19/2008.
- (3) One share of Apache common stock for each phantom stock unit.
- (4) Exempt transaction units used to cover required tax withholding on a transaction exempt under Rule 16b-3 as of 12/18/2008 data provided by the plan administrator on 12/19/2008.
- (5) Exempt transaction disposition to the issuer involving the settlement of a fractional unit in cash in connection with transaction exempt under Rule 16b-3 as of 12/18/2008 data provided by the plan administrator on 12/19/2008.

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.