CRUM JOHN A Form 4 May 05, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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(b).

(Last)

1. Name and Address of Reporting Person * **CRUM JOHN A**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

APACHE CORP [APA]

3. Date of Earliest Transaction

(Check all applicable)

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

(Street)

(First)

(Middle)

05/04/2009

Director 10% Owner _X__ Officer (give title Other (specify below)

(Month/Day/Year)

Co-COO and President / - North America

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

HOUSTON, TX 77056-4400

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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 ion(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Ownership Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock (1)	05/04/2009		M(2)	1,375	A	\$0	43,251.217	D	
Common Stock (1)	05/04/2009		F(3)	502	D	\$ 76.97	42,749.217	D	
Common Stock (1)	05/04/2009		M(4)	1,225	A	\$ 0	43,974.217	D	
Common Stock (1)	05/04/2009		F(5)	447	D	\$ 76.97	43,527.217	D	
Common Stock (1)							7,970.718	I	Held by trustee of

			401(k) plan
Common Stock (1)	26.421	I	Held by trustee of NQ 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 required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	onof Derivative		f Derivative Expiration Date lecurities (Month/Day/Yea Acquired A) or Disposed of D) Instr. 3, 4,		d 7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (6)	\$ 0 <u>(7)</u>	05/04/2009		M	1,	,375	(2)	<u>(2)</u>	Common Stock (1)	1,375	\$
Restricted Stock Units (6)	\$ 0 <u>(7)</u>	05/04/2009		M	1,	,225	<u>(4)</u>	<u>(4)</u>	Common Stock (1)	1,225	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		

CRUM JOHN A
ONE POST OAK CENTRAL
2000 POST OAK BOULEVARD, SUITE 100
HOUSTON, TX 77056-4400

Co-COO and President - North America

Signatures

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

Reporting Owners 2

**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 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 05/01/09 of restricted stock units under employer plan data provided by plan administrator on 05/04/09. Vesting occurs 25% per year over four years.
- (3) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/01/09 data provided by plan administrator on 05/04/09.
- (4) Vesting on 05/03/09 of restricted stock units under employer plan data provided by plan administrator on 05/04/09. Vesting occurs 25% per year over four years.
- (5) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/03/09 data provided by plan administrator on 05/04/09.
- (6) With tandem tax withholding right
- (7) One share of Apache common stock for each restricted stock unit.

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.

Signatures 3