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Form 4	S THOMAS P										
May 08, 200									OMB AI	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND							NGE C	COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or				Washington, D.C. 20549 CHANGES IN BENEFICIAL OWNERSHIP SECURITIES						January 31, 2005 average rs per 0.5	
Form 5 obligatio may com <i>See</i> Instr 1(b).	^{nns} Section 17(uction	a) of the	Public U		ing Com	ipany	Act of	e Act of 1934, 7 1935 or Section 0	response	0.0	
(Print or Type]	-										
			2. Issuer Name and Ticker or Trading Symbol APACHE CORP [APA]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction (C					(Checl	ck all applicable)		
ONE POST OAK CENTRAL, 2000 POST OAK BOULEVARD, SUITE 100			th/Day/Year) 6/2009				Director 10% Owner X_ Officer (give title Other (specify below) Vice President, / Planning				
				nendment, Date Original onth/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 			
								Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Yansaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			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)	05/06/2009			M <u>(2)</u>	950	A	\$0	15,785	D		
Common Stock (1)	05/06/2009			F <u>(3)</u>	252	D	\$ 80.19	15,533	D		
Common Stock (1)								4,364.187	I	Held by Trustee 401(k) Plan	
Common Stock (1)								25.42	Ι	Held by Trustee of	

Reporting Owners

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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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	TransactiorDerivative Code Securities		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
Option (Buy \$82.55) (4)	\$ 82.55	05/07/2009		А	3,200		(5)	05/06/2019	Common Stock (1)	3,200
Restricted Stock Units (4)	\$ 0 <u>(6)</u>	05/06/2009		М		950	(2)	(2)	Common Stock (1)	950
Restricted Stock Units (4)	\$ 0 <u>(6)</u>	05/07/2009		А	3,200		(7)	(7)	Common Stock (1)	3,200

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CHAMBERS THOMAS P ONE POST OAK CENTRAL 2000 POST OAK BOULEVARD, SUITE 100 HOUSTON, TX 77056-4400			Vice President,	Planning		
Signatures						

Cheri L. Peper, Attorney-in-Fact	05/08/2009
**Signature of Reporting Person	Date

NQ Plan

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(1) 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 05/04/09 of restricted stock units under employer plan data provided by plan administrator on 05/06/09. Vesting occurs 25% per year over four years.
- (3) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/04/09 data provided by plan administrator on 05/06/09.
- (4) With tandem tax withholding right
- (5) 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.
- (6) One share of Apache common stock for each restricted stock unit.
- (7) 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.