CRUM JOHN A Form 4 June 18, 2009

FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

obligations

may continue.

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CRUM JOHN A		2. Issuer Name and Ticker or Trading Symbol APACHE CORP [APA]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
ONE POST OAK CENTRAL, 2000 POST OAK BOULEVARD, SUITE 100		(Month/Day/Year) 06/17/2009	Director 10% OwnerX_ Officer (give title Other (specify below) Co-COO and President / - North America			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
HOLISTON TV 7705 (400	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			

Person

HOUSTON, TX 77056-4400

(City)	(State)	Zip) Table	e I - Non-D	erivative	Securi	ities Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed		4. Securities Acquired action(A) or Disposed of (D) 8) (Instr. 3, 4 and 5) (A) or		d of 5)	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)	06/17/2009		Code V M(2)	Amount 1,080	(D)	Price \$ 0	46,099.507	D	
Common Stock (1)	06/17/2009		F(3)	394	D	\$ 84.2	45,705.507	D	
Common Stock (1)							7,985.969	I	Held by trustee of 401(k) plan
Common Stock (1)							8.381	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. Transactic Code (Instr. 8)	Securities		of Derivative Expiration Date Securities (Month/Day/Year) Acquired A) or Disposed of D) Instr. 3, 4,		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
Conditional Grant (\$81.00 Threshold)	\$ 0 <u>(5)</u>	06/17/2009		M	1	1,080	(2)	07/14/2010	Common Stock (1)	1,080

Reporting Owners

Reporting Owner Name / Address

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

**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).

(1)

Reporting Owners 2

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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.

- \$81.00 price threshold attained on 06/14/2007 under the terms of 2000 Share Appreciation Plan. Data for the 06/14/2009 vesting provided (2) by the plan administrator on 06/17/2009. Grant vests one-fourth on each of 06/14/2007, 06/14/2008, 06/14/2009, and 06/14/2010, and vested portion distributed within 30 days of each such date.
- (3) Shares used to cover required tax withholding on 06/14/2009 vesting of conditional grant. Data provided by the plan administrator on 06/17/2009.
- (4) With tandem tax withholding right
- Payable if Apache common stock attains the per share price threshold prior by 01/01/2008. If threshold is attained, will be paid over four vesting dates: within 30 days after the date on which the price threshold is attained, and the dates 12 months, 24 months, and 36 months following such date of attainment.

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.