

FARRIS G STEVEN  
 Form 4  
 March 17, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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. Name and Address of Reporting Person \*  
**FARRIS G STEVEN**

(Last) (First) (Middle)

**ONE POST OAK CENTRAL, 2000  
 POST OAK BLVD, SUITE 100**

(Street)

**HOUSTON, TX 77056-4400**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**APACHE CORP [APA]**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/16/2009**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock <u>(1)</u>         | 03/16/2009                           |  | M                              | 17,750 A \$ 14.421  | 518,322   | D  |   |
| Common Stock <u>(1)</u>         | 03/16/2009                           |  | F                              | 4,114 <u>(2)</u> D \$ 62.23                                       | 514,208   | D  |   |
| Common Stock <u>(1)</u>         | 03/16/2009                           |  | F                              | 4,971 <u>(3)</u> D \$ 62.23                                       | 509,237   | D  |   |
| Common Stock <u>(1)</u>         |                                      |  |                                |   | 300   | I  | By Son  |
| Common Stock <u>(1)</u>         |                                      |  |                                |   | 7,650   | I  | By Trust fbo Grandchildren                            |

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|                         |            |   |                                |
|-------------------------|------------|---|--------------------------------|
| Common Stock <u>(1)</u> | 3,100      | I | By Trust fbo Son               |
| Common Stock <u>(1)</u> | 51,564.982 | I | Held by trustee of 401(k) plan |
| Common Stock <u>(1)</u> | 21,896.49  | 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) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |                  |                 |       |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|------------------|-----------------|-------|----------------------------|
|  |  |                                      |  |                                | Code  | V  | (A)   | (D)                        | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option-Buy<br>\$14.4210<br><u>(4)</u>      | \$ 14.421  | 03/16/2009                           |  | M                              | 17,750  | <u>(5)</u>   | 05/05/2009  | Common Stock <u>(1)</u>    | 17,750           |                 |       |                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| FARRIS G STEVEN<br>ONE POST OAK CENTRAL<br>2000 POST OAK BLVD, SUITE 100<br>HOUSTON, TX 77056-4400 | X             |           | Chairman and CEO |       |

## Signatures

|  |            |
|--|------------|
| Cheri L. Peper,<br>Attorney-in-Fact    | 03/17/2009 |
| <u>**Signature of Reporting Person</u> | 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

- (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) Use, by attestation, of already-owned shares of Apache common stock to cover exercise price on employee stock option.

- (3) Shares of Apache common stock withheld to cover required tax withholding on exercise of employee stock option.

- (4) With tandem tax withholding right

- (5) Exercisable ratably over four years, beginning 05/05/2000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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