SAUER JON W Form 4 June 18, 2007

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * SAUER JON W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Vice President

Issuer

(Middle)

(Zin)

APACHE CORP [APA] 3. Date of Earliest Transaction

Director

below)

10% Owner Other (specify

ONE POST OAK CENTRAL, 2000 POST OAK BOULEVARD, SUITE

(Street)

(State)

(First)

100

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Officer (give title

Filed(Month/Day/Year)

(Month/Day/Year)

06/18/2007

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

HOUSTON, TX 77056-4400

(City)	(State)	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. Transactio Code (Instr. 8)	4. Securi n(A) or D (Instr. 3,	ispose	d 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)	06/18/2007		M(2)	617	A	\$0	10,419	D		
Common Stock (1)	06/18/2007		F(3)	164	D	\$ 86.17	10,255	D		
Common Stock (1)							4,048.843	I	Held by trustee of 401(k) plan	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Edgar Filing: SAUER JON W - Form 4

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)

Г

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. Transacti Code (Instr. 8)	Derivative		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
Conditional Grant (\$81.00 Threshold)	\$ 0 (5)	06/18/2007		M	6	617	<u>(2)</u>	07/14/2010	Common Stock (1)	617

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SAUER JON W

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

HOUSTON, TX 77056-4400

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).

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)

Reporting Owners 2

Edgar Filing: SAUER JON W - Form 4

\$81.00 price threshold attained on 06/14/2007 under the terms of 2000 Share Appreciation Plan, data for this vesting provided by the plan administrator on 06/18/2007. Grant vested 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 06/14/2007 vesting of conditional grant. Data provided by the plan administrator on 06/18/2007.
- (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.