DUNDREA MATTHEW W

Form 4 May 08, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock (1)

(Print or Type Responses)

1. Name and Address of I DUNDREA MATTI		2. Issuer Name and Ticker or Trading Symbol APACHE CORP [APA]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First)	(First) (Middle) 3. Date of Earliest Transaction		(Check all applicable)		
ONE POST OAK CENTRAL, 2000 POST OAK BLVD., SUITE 100		(Month/Day/Year) 05/06/2009	Director 10% Owner _X Officer (give title Other (specify below) Vice President and / Treasurer		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
HOUSTON, TX 770	56-4400	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

						reison		
(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	on(A) or D (Instr. 3,	(A) or	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)
05/06/2009		M(2)	1,025	A	\$0	8,494	D	
05/06/2009		F(3)	272	D	\$ 80.19	8,222	D	Held by
	2. Transaction Date (Month/Day/Year) 05/06/2009	2. Transaction Date (Month/Day/Year) 2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V 05/06/2009 M(2)	2. Transaction Date 2A. Deemed 3. 4. Securi Transaction(A) or Diany Code (Instr. 3, (Month/Day/Year) (Month/Day/Year) Code V Amount M(2) 1,025	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3) (Instr. 8) (A) or Code V Amount (D) Price (D) Price	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (2). Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (A) Overland (Instr. 3, 4 and 5) (Instr. 8) (A) Overland (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

I

1.175

trustee of

401(k) plan

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Numb orDerivati Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o 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		A	3,300		<u>(5)</u>	05/06/2019	Common Stock (1)	3,300
Restricted Stock Units (4)	\$ 0 (6)	05/06/2009		M		1,025	(2)	(2)	Common Stock (1)	1,025
Restricted Stock Units (4)	\$ 0 (6)	05/07/2009		A	3,300		<u>(7)</u>	<u>(7)</u>	Common Stock (1)	3,300

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DUNDREA MATTHEW W			Vice				
ONE POST OAK CENTRAL			President	Treasurer			
2000 POST OAK BLVD., SUITE 100				Heasulei			
HOUSTON, TX 77056-4400			and				

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.

Reporting Owners 2

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- (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.