APACHE CORP Form 4 February 17, 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

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 * PLANK ROGER B

(First) (Middle) (Last)

ONE POST ONE CENTRAL, 2000

POST OAK BLVD, SUITE 100

(Street)

(State)

(Month/Day/Year)

HOUSTON, TX 77056-4400

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

APACHE CORP [APA]

3. Date of Earliest Transaction (Month/Day/Year) 02/12/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities

> TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

Securities Beneficially Owned Following Reported

5. Amount of

Issuer

below)

Person

Director

Applicable Line)

X_ Officer (give title

Transaction(s)

(Instr. 3 and 4)

SEC 1474

(D) or Indirect Beneficial

OMB APPROVAL

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January 31,

2005

0.5

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President

6. Ownership

Form: Direct

6. Individual or Joint/Group Filing(Check

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

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(9-02)

(Instr. 4)

Indirect

Estimated average

burden hours per

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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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

(Zip)

Execution Date, if

(Month/Day/Year)

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

2. Transaction Date 2A. Deemed

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** (Instr. 3 and 4)

De

Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	(Instr. 8) Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)		ed of					(I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	\$ 0 (2)	02/12/2009		A		62,500		(3)	(3)	Common Stock (4)	62,500	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PLANK ROGER B ONE POST ONE CENTRAL 2000 POST OAK BLVD, SUITE 100 HOUSTON, TX 77056-4400

President

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) With tandem tax withholding right
- (2) One share of Apache common stock for each restricted stock unit.

Pursuant to a restricted stock unit award agreement dated 02/12/2009, the reporting person was granted 62,500 restricted stock units - data provided by the plan administrator on 02/13/2009. The restricted stock units will vest 12,500 on each of 04/01/2010, 02/12/2011,

- (3) 02/12/2012, 02/11/2013, and 02/11/2014. Upon vesting, Apache will issue one share of common stock for each restricted stock unit, and 7,500 shares out of each 12,500 shares will not be eligible for sale by the reporting person until such time as he retires or otherwise terminates employment with the company.
- 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.

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.

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