

BAHORICH MICHAEL S
 Form 4
 May 05, 2009

FORM 4

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

OMB APPROVAL

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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 *
BAHORICH MICHAEL S

 (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)
05/04/2009

 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)
Exec Vice President / & Technology Officer

 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>	05/04/2009		G		500 D \$ 0	19,415	D
Common Stock <u>(1)</u>	05/04/2009		M ⁽²⁾		1,275 A \$ 0	20,690	D
Common Stock <u>(1)</u>	05/04/2009		F ⁽³⁾		338 D \$ 76.97	20,352	D
Common Stock <u>(1)</u>	05/04/2009		M		900 A \$ 35.835	21,252	D
Common Stock <u>(1)</u>	05/04/2009		M		5,000 A \$ 23.8095	26,252	D

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Common Stock <u>(1)</u>	05/04/2009	S	900	D	\$ 80.04	25,352	D	
Common Stock <u>(1)</u>	05/04/2009	S	2,471	D	\$ 80.1	22,881	D	
Common Stock <u>(1)</u>	05/04/2009	M ⁽⁴⁾	1,150	A	\$ 0	24,031	D	
Common Stock <u>(1)</u>	05/04/2009	F ⁽⁵⁾	305	D	\$ 76.97	23,726	D	
Common Stock <u>(1)</u>	05/04/2009	S	350	D	\$ 78.8164	1,420	I	By Sons
Common Stock <u>(1)</u>	05/04/2009	S	590	D	\$ 78.9256	830	I	By Sons
Common Stock <u>(1)</u>	05/04/2009	S	590	D	\$ 78.8328	240	I	By Sons
Common Stock <u>(1)</u>	05/04/2009	S	240	D	\$ 78.9032	0	I	By Sons
Common Stock <u>(1)</u>						3,150	I	By Trust fbo Nephews & Nieces

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

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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. Number of Derivative Securities (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option-Buy <u>(6)</u>	\$ 23.8095	05/04/2009		M	5,000	<u>(7)</u>	05/24/2010	Common Stock <u>(1)</u>	5,000

Option-Buy \$35.8350 (6)	\$ 35.835	05/04/2009	M	900	05/13/2004	05/03/2010	Common Stock (1)	900
Restricted Stock Units (6)	\$ 0 (8)	05/04/2009	M	1,275	(2)	(2)	Common Stock (1)	1,275
Restricted Stock Units (6)	\$ 0 (8)	05/04/2009	M	1,150	(4)	(4)	Common Stock (1)	1,150

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAHORICH MICHAEL S ONE POST OAK CENTRAL 2000 POST OAK BLVD., SUITE 100 HOUSTON, TX 77056-4400			Exec Vice President	& Technology Officer

Signatures

Cheri L. Peper,
Attorney-in-Fact

05/05/2009

**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.
- (1) Vesting on 05/01/09 of restricted stock units under employer plan - data provided by plan administrator on 05/04/09. Vesting occurs 25% per year over four years.
 - (2) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/01/09 - data provided by plan administrator on 05/04/09.
 - (3) Vesting on 05/03/09 of restricted stock units under employer plan - data provided by plan administrator on 05/04/09. Vesting occurs 25% per year over four years.
 - (4) Shares withheld to cover required tax withholding on vesting of restricted stock effective as of 05/03/09 - data provided by plan administrator on 05/04/09.
 - (5) With tandem tax withholding right
 - (6) Exercisable ratably over four years, beginning 05/24/2001.
 - (7) One share of Apache common stock for each restricted stock unit.
 - (8)

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