

FARRIS G STEVEN
 Form 4
 January 05, 2010

FORM 4

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

OMB APPROVAL

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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)
01/04/2010

 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)
Common Stock <u>(1)</u>	01/04/2010		M ⁽²⁾	V Amount (A) or (D) Price	50,000 A \$ 0	599,303	D
Common Stock <u>(1)</u>	01/04/2010		F ⁽³⁾	V Amount (A) or (D) Price	18,288 D \$ 105.87	581,015	D
Common Stock <u>(1)</u>					300	I	By Son
Common Stock <u>(1)</u>					10,000	I	By Trust fbo Grandchildren
Common Stock <u>(1)</u>					3,450	I	By Trust fbo Son

Common Stock ⁽¹⁾	51,829.155	I	Held by trustee of 401(k) plan
Common Stock ⁽¹⁾	22,015.671	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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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
						Date Exercisable	Expiration Date	Title	
				Code	V (A) (D)				
Restricted Stock Units ⁽⁴⁾	\$ 0 ⁽⁵⁾	01/04/2010		M	50,000	01/04/2010	01/02/2013	Common Stock ⁽¹⁾	50,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FARRIS G STEVEN
 ONE POST OAK CENTRAL
 2000 POST OAK BLVD, SUITE 100
 HOUSTON, TX 77056-4400

X Chairman and CEO

Signatures

Cheri L. Peper,
 Attorney-in-Fact 01/05/2010

 **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).

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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.

Vesting on 01/04/2010 of restricted stock units pursuant to restricted stock unit award agreement under employer plan. Of these 50,000

- (2) shares, 30,000 shares (19,027 shares after tax withholding) will not be eligible for sale by Mr. Farris until such time as he retires as chief executive officer or otherwise terminates employment with the company.

- (3) Shares withheld to cover required tax withholding on vesting of restricted stock units effective as of 01/04/2010.

- (4) With tandem tax withholding right

- (5) One share of Apache common stock for each restricted stock unit.

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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