

FARRIS G STEVEN  
 Form 4  
 May 09, 2008

**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)  
**05/08/2008**

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)  
 Pres., Chief Exec. / Off. & Chief Op. Off

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 or (D) Price   |   |  |   |
| Common Stock <u>(1)</u>         | 05/08/2008                           |  | M <sup>(2)</sup>               | 2,650 A \$ 0  | 497,540   | D  |   |
| Common Stock <u>(1)</u>         | 05/08/2008                           |  | F <sup>(3)</sup>               | 966 D \$ 137.66   | 496,574   | D  |   |
| Common Stock <u>(1)</u>         |                                      |  |                                |   | 300   | I  | By Son  |
| Common Stock <u>(1)</u>         |                                      |  |                                |   | 5,600   | I  | By Trust fbo Grandchildren                            |
| Common Stock <u>(1)</u>         |                                      |  |                                |   | 2,750   | I  | By Trust fbo Son                                      |

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|                            |            |   |                                   |
|----------------------------|------------|---|-----------------------------------|
| Common<br>Stock <u>(1)</u> | 50,603.899 | I | Held by trustee<br>of 401(k) plan |
| Common<br>Stock <u>(1)</u> | 21,723.473 | I | Held by<br>Trustee of NQ<br>Plan  |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deriv<br>Secu<br>(Inst |  |
|---|--|---|---|--------------------------------------|---|--|---|---------------------------------|--|
|   |  |   |   |                                      |   | Date<br>Exercisable  | Expiration<br>Date  | Title                           | Amount<br>or<br>Number<br>of<br>Shares |
|   |  |   |   | Code                                 | V   | (A)  | (D)   |                                 |  |
| Restricted<br>Stock<br>Units <u>(4)</u>             | \$ 0 <u>(5)</u>  | 05/08/2008                              |   | M                                    | 2,650   | <u>(2)</u>   | <u>(2)</u>  | Common<br>Stock <u>(1)</u>      | 2,650                                  |

## 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                                  Pres., Chief Exec.    Off. & Chief Op. Off

## Signatures

Cheri L. Peper,  
Attorney-in-Fact                                  05/09/2008

                                                                  Date

\*\*Signature of Reporting Person

## 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 05/06/08 of restricted stock units under employer plan - data provided by plan administrator on 05/08/08. Vesting occurs 25% per year over four years.
- (2) Shares withheld to cover required tax withholding on 05/06/08 vesting of restricted stock - data provided by plan administrator on 05/08/08.
- (3) With tandem tax withholding right
- (4) 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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