

O'Brien Urban F.  
Form 3  
August 13, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *                              |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â O'Brien Urban F.   |         | (Month/Day/Year)                     | APACHE CORP [APA]                                  |  |
| (Last)   | (First) | (Middle)                             | 08/06/2009   |  |
| ONE POST OAK<br>CENTRAL,Â 2000 POST OAK<br>BLVD, SUITE 100             |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)   |         |                                      |  | (Check all applicable)                               |
|  |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                   |
|  |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other                       |
|  |         |                                      | (give title below)                                 | (specify below)                                      |
|  |         |                                      | Vice President                                     |  |
| HOUSTON,Â TXÂ 77056-4400   |         |                                      |  |  |
| (City)   | (State) | (Zip)                                |  |  |
| 6. Individual or Joint/Group Filing(Check Applicable Line)             |         |                                      |  |  |
| <input checked="" type="checkbox"/> Form filed by One Reporting Person |         |                                      |  |  |
| <input type="checkbox"/> Form filed by More than One Reporting Person  |         |                                      |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock <u>(1)</u>            | 1,086  | D   | Â  |
| Common Stock <u>(1)</u>            | 1,941.536  | I   | Held by Trustee of 401(k) Plan                           |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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|  | Date Exercisable  | Expiration Date   | (Instr. 4)<br>Title         | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--|-------------------|-------------------|-----------------------------|----------------------------|------------------------------|--|------------|
| Conditional Grant (\$108 Threshold) <sup>(2)</sup>   | Â <sup>(4)</sup>  | Â <sup>(4)</sup>  | Common Stock <sup>(1)</sup> | 1,425                      | \$ 0 <sup>(3)</sup>          | D  | Â          |
| Conditional Grant (\$162 Threshold)                  | Â <sup>(5)</sup>  | 12/31/2010        | Common Stock <sup>(1)</sup> | 1,120                      | \$ 0 <sup>(5)</sup>          | D  | Â          |
| Conditional Grant (\$216 Theshold)                   | Â <sup>(6)</sup>  | 12/31/2012        | Common Stock <sup>(1)</sup> | 1,670                      | \$ 0 <sup>(6)</sup>          | D  | Â          |
| Conditional Grant (\$81.00 Threshold) <sup>(2)</sup> | Â <sup>(8)</sup>  | Â <sup>(8)</sup>  | Common Stock <sup>(1)</sup> | 475                        | \$ 0 <sup>(7)</sup>          | D  | Â          |
| Option (Buy \$56.73) <sup>(2)</sup>                  | Â <sup>(9)</sup>  | 05/05/2015        | Common Stock <sup>(1)</sup> | 725                        | \$ 56.73                     | D  | Â          |
| Option (Buy \$71.88) <sup>(2)</sup>                  | Â <sup>(10)</sup> | 05/03/2016        | Common Stock <sup>(1)</sup> | 1,110                      | \$ 71.88                     | D  | Â          |
| Option (Buy \$74.10) <sup>(2)</sup>                  | Â <sup>(11)</sup> | 05/02/2017        | Common Stock <sup>(1)</sup> | 1,725                      | \$ 74.1                      | D  | Â          |
| Option (Buy \$82.55) <sup>(2)</sup>                  | Â <sup>(12)</sup> | 05/06/2019        | Common Stock <sup>(1)</sup> | 900                        | \$ 82.55                     | D  | Â          |
| Option (Buy \$87.12) <sup>(2)</sup>                  | Â <sup>(13)</sup> | 08/05/2019        | Common Stock <sup>(1)</sup> | 2,500                      | \$ 87.12                     | D  | Â          |
| Restricted Stock Units <sup>(2)</sup>                | Â <sup>(15)</sup> | Â <sup>(15)</sup> | Common Stock <sup>(1)</sup> | 3,925                      | \$ 0 <sup>(14)</sup>         | D  | Â          |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| O'Brien Urban F.<br>ONE POST OAK CENTRAL<br>2000 POST OAK BLVD, SUITE 100<br>HOUSTON, TX 77056-4400 | Â             | Â         | Â Vice President | Â     |

## Signatures

Urban F.  
O'Brien

08/13/2009

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) With tandem tax withholding right
- Payable if Apache common stock attains the per share price threshold prior to 01/01/2009. If threshold is attained, will be paid over four vesting dates: within 30 days after the date on which the price threshold is attained, and the dates 12 months, 24 months, and 36 months following such date of attainment.
- (2) \$108.00 price threshold attained on 02/29/2008 under the terms of 2005 Share Appreciation Plan. Grant vested or will vest one-fourth on each of 02/29/2008, 03/01/2009, 03/01/2010, and 03/01/2011, and vested portion distributed within 30 days of each such date.
- Payable if Apache common stock attains the per share price threshold by 12/31/2010. If threshold is attained, will be paid over five vesting dates: within 30 days after the date on which the price threshold is attained, and the dates 12 months, 24 months, 36 months, and 48 months following such date of attainment.
- (3) Payable if Apache common stock attains the per share price threshold by 12/31/2012. If threshold is attained, will be paid over five vesting dates: within 30 days after the date on which the price threshold is attained, and the dates 12 months, 24 months, 36 months, and 48 months following such date of attainment.
- Payable if Apache common stock attains the per share price threshold prior by 01/01/2008. If threshold is attained, will be paid over four vesting dates: within 30 days after the date on which the price threshold is attained, and the dates 12 months, 24 months, and 36 months following such date of attainment.
- (4) \$81.00 price threshold attained on 06/14/2007 under the terms of 2000 Share Appreciation Plan. Grant vests one-fourth on each of 06/14/2007, 06/14/2008, 06/14/2009, and 06/14/2010, and vested portion distributed within 30 days of each such date.
- (5) Exercisable ratably over four years, beginning 05/05/2006
- (6) Stock option granted 05/03/2006 under employer plan - data received from the plan administrator on 05/05/2006. Exercisable ratably over four years beginning 05/03/2007.
- (7) Stock option granted 05/02/2007 under employer plan - data received from the plan administrator on 05/02/2007. Exercisable ratably over four years beginning 05/02/2008.
- (8) 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.
- (9) Stock option granted 08/05/2009 under employer plan. Exercisable ratably over four years beginning 08/05/2010.
- (10) One share of Apache common stock for each restricted stock unit.
- (11) Restricted units granted under terms of the 2007 Omnibus Equity Compensation Plan. The units vest 25% per year on the first, second, third, and fourth anniversaries of the grant date.

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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