SAUER JON W Form 4 June 02, 2010

## FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

January 31,

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Check this box if no longer subject to Section 16.

Expires:

Estimated average

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SAUER JON W

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

APACHE CORP [APA]

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner

2000 POST OAK BOULEVARD,

(Street)

06/02/2010

X\_ Officer (give title Other (specify below)

SUITE 100

4. If Amendment, Date Original

Vice President 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

HOUSTON, TX 77056

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially Owned

(D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A)

(Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transactionof **Expiration Date** Code Security or Exercise any Derivative (Month/Day/Year)

7. Title and Amount of 8. Pri **Underlying Securities** Deriv (Instr. 3 and 4) Secu

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(Instr. 3)	Price of Derivative Security	rivative		(Instr. 8	str. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (1)	\$ 0	06/02/2010		M		725		(2)	(2)	Common Stock (3)	725	\$
Restricted Stock / Units (4)	\$ 0	06/02/2010		M			725	(5)	<u>(5)</u>	Common Stock (3)	725	\$

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

SAUER JON W 2000 POST OAK BOULEVARD, SUITE 100 HOUSTON, TX 77056

Vice President

### **Signatures**

Cheri L. Peper, Attorney-in-Fact

\*\*Signature of Reporting Person Date 
Description 
Descr

## **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) One share of Apache common stock for each phantom stock unit.
- (2) Exempt acquisition pursuant to Rule 16b-3(d). Accrued under the deferred compensation provisions of Apache's Deferred Delivery Planeffective as of 06/01/2010. Data provided by the plan administrator on 06/02/2010.
- 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.
- (4) With tandem tax withholding right
- Vesting on 06/01/2010 of restricted stock units under employer plan data provided by plan administrator on 06/02/2010. Vesting occurs 25% per year over four years.

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.

Reporting Owners 2