

BENDER JEFFREY M
Form 4
May 23, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BENDER JEFFREY M

2. Issuer Name and Ticker or Trading Symbol
APACHE CORP [APA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**ONE POST OAK CENTRAL, 2000
POST OAK BLVD, SUITE 100**

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

HOUSTON, TX 77056-4400

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 05/22/2007 | | M | | 4,453 | A | \$ 49.71 |
| | | | | | 32,337 | | |
| Common Stock ⁽¹⁾ | 05/22/2007 | | M | | 2,350 | A | \$ 56.73 |
| | | | | | 34,687 | | |
| Common Stock ⁽¹⁾ | 05/22/2007 | | M | | 1,000 | A | \$ 71.88 |
| | | | | | 35,687 | | |
| Common Stock ⁽¹⁾ | 05/22/2007 | | S | | 7,803 | D | \$ 78.9301 |
| | | | | | 27,884 | | |

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

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SEC 1474
(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------------|---|-------------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Option (Buy \$56.73) ⁽²⁾ | \$ 56.73 | 05/22/2007 | | M | 2,350 | ⁽³⁾ | 05/05/2015 | Common Stock ⁽¹⁾ | 2,350 |
| Option (Buy \$71.88) ⁽²⁾ | \$ 71.88 | 05/22/2007 | | M | 1,000 | ⁽⁴⁾ | 05/03/2016 | Common Stock ⁽¹⁾ | 1,000 |
| Option - Buy \$49.71 ⁽²⁾ | \$ 49.71 | 05/22/2007 | | M | 4,453 | | 07/12/2005 05/02/2011 | Common Stock ⁽¹⁾ | 4,453 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BENDER JEFFREY M ONE POST OAK CENTRAL 2000 POST OAK BLVD, SUITE 100 HOUSTON, TX 77056-4400 | | | Vice President | |

Signatures

Cheri L. Peper,
Attorney-in-Fact

05/23/2007

 **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

- (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.

- (2) With tandem tax withholding right

- (3) Exercisable ratably over four years, beginning 05/05/06.

- (4) Exercisable ratably over four years, beginning 05/03/2007.

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.