#### **DUNDREA MATTHEW W**

Form 4 May 08, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DUNDREA MATTHEW W			2. Issuer Name and Ticker or Trading Symbol APACHE CORP [APA]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
ONE POST OAK CENTRAL, 2000 POST OAK BLVD., SUITE 100			05/07/2008	_X_ Officer (give title Other (speci below) below) Vice President and / Treasurer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
HOUSTON,	TX 77056-	4400	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
,				Person		

(City)	(State)	(Zip) <b>Tabl</b>	le I - Non-I	Derivative	Secur	ities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	05/07/2008		M(2)	800	A	\$0	800	D	
Common Stock (1)	05/07/2008		F(3)	212	D	\$ 128.81	588	D	
Common Stock (1)	05/07/2008		M(4)	1,025	A	\$ 0	1,613	D	
Common Stock (1)	05/07/2008		F(5)	272	D	\$ 128.81	1,341	D	
Common Stock (1)							1.165	I	Held by trustee of 401(k)

plan

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)		8. Pr Deriv Secu (Instr	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (6)	\$ 0 (7)	05/07/2008		M		800	(2)	(2)	Common Stock (1)	800	\$
Restricted Stock Units (6)	\$ 0 (7)	05/07/2008		M		1,025	<u>(4)</u>	<u>(4)</u>	Common Stock (1)	1,025	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DUNDREA MATTHEW W ONE POST OAK CENTRAL 2000 POST OAK BLVD., SUITE 100 HOUSTON, TX 77056-4400			Vice President and	Treasurer			

## **Signatures**

Cheri L. Peper,	05/08/2008
Attorney-in-Fact	03/06/2006

\*\*Signature of Reporting Person Date

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### **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.
- (2) Vesting on 05/03/08 of restricted stock units under employer plan data provided by plan administrator on 05/07/08. Vesting occurs 25% per year over four years.
- (3) Shares withheld to cover required tax withholding on 05/03/08 vesting of restricted stock data provided by plan administrator on 05/07/08
- (4) Vesting on 05/04/08 of restricted stock units under employer plan data provided by plan administrator on 05/07/08. Vesting occurs 25% per year over four years.
- (5) Shares withheld to cover required tax withholding on 05/04/08 vesting of restricted stock data provided by plan administrator on 05/07/08.
- (6) With tandem tax withholding right
- (7) 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. 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.