DUNDREA MATTHEW W

Form 4 May 09, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

response...

Estimated average burden hours per

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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. 30(h) of the Investment Company Act of 1940

See Instruction

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 (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
ONE POST OAK CENTRAL, 2000 POST OAK BLVD., SUITE 100	(Month/Day/Year) 05/08/2008	Director 10% Owner _X_ Officer (give title Other (specify below) Vice President and / Treasurer			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
HOUSTON, TX 77056-4400		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

HOUSTON, 1X //030-4400			Person	Person	
(City)	(State)	(Zin)			

(City)	(State)	Tab	le I - Non-D	erivative	Secui	rities 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. Transactio Code (Instr. 8)	4. Securi n(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock (1)	05/08/2008		M(2)	625	A	\$ 0	1,966	D	
Common Stock (1)	05/08/2008		F(3)	166	D	\$ 137.66	1,800	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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

Edgar Filing: DUNDREA MATTHEW W - Form 4

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exer Expiration D		7. Title and A Underlying S		8. Price Derivat
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)			(Month/Day/Year)		(Instr. 3 and 4)		Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (4)	\$ 0 (5)	05/08/2008		M	625	(2)	(2)	Common Stock (1)	625	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
iteporting owner rame, riddies	

Officer Director 10% Owner Other

DUNDREA MATTHEW W ONE POST OAK CENTRAL 2000 POST OAK BLVD., SUITE 100 HOUSTON, TX 77056-4400

Vice President Treasurer

and

Signatures

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

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

Reporting Owners 2

Edgar Filing: DUNDREA MATTHEW W - Form 4

- (4) With tandem tax withholding right
- (5) 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.