

APACHE CORP
Form 4
January 02, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PLANK ROGER B

(Last) (First) (Middle)

**ONE POST ONE CENTRAL, 2000
POST OAK BLVD, SUITE 100**

(Street)

HOUSTON, TX 77056-4400

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Exec. Vice Pres. & / Chief Fin. Officer

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock <u>(1)</u>	12/31/2007		M ⁽²⁾		1,489	A \$ 0	50,451 D
Common Stock <u>(1)</u>							12,134 I By Spouse
Common Stock <u>(1)</u>							9,006 I By Trust ⁽³⁾
Common Stock <u>(1)</u>							38,930 I By trust fbo L.B. Plank
Common Stock <u>(1)</u>							37,919.213 I Held by trustee of

Common Stock ⁽¹⁾	15,319.292	I	401(k) plan Held by trustee of NQ Plan
Common Stock ⁽¹⁾	56,865	I	Indian Creek Holdings L.P. ⁽⁴⁾

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

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(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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units ⁽⁵⁾	\$ 0 ⁽⁵⁾	12/31/2007		M		1,489		⁽²⁾	⁽²⁾	Common Stock ⁽¹⁾	1,489
Phantom Stock Units ⁽⁵⁾	\$ 0 ⁽⁵⁾	12/31/2007		F		802.1739		⁽⁶⁾	⁽⁶⁾	Common Stock ⁽¹⁾	802.1739
Phantom Stock Units ⁽⁵⁾	\$ 0 ⁽⁵⁾	12/31/2007		D		0.7515		⁽⁷⁾	⁽⁷⁾	Common Stock ⁽¹⁾	0.7515

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PLANK ROGER B ONE POST ONE CENTRAL 2000 POST OAK BLVD, SUITE 100 HOUSTON, TX 77056-4400	Exec. Vice Pres. & Chief Fin. Officer

Signatures

Cheri L. Peper,
Attorney-in-Fact

01/02/2008

__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) Exempt transaction pursuant to Rule 16(b)-3 - 12/31/07 distribution under the provisions of Apache's Deferred Delivery Plan.

(3) These shares are held in trust for the benefit of the reporting person's children. The reporting person and spouse are trustees.

(4) Managing general partner of Indian Creek Holdings L.P.

(5) One share of Apache common stock for each phantom stock unit.

(6) Exempt transaction - units used as of 12/31/07 to cover required tax withholding on a transaction exempt under Rule 16b-3.

(7) Exempt transaction - disposition to the issuer as of 12/31/07 involving the settlement of a fractional unit in cash in connection with transaction exempt under Rule 16b-3.

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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