

BENSON MICHAEL J

Form 4

January 04, 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 *
BENSON MICHAEL J

(Last) (First) (Middle)

ONE POST OAK 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)
01/02/2008

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)

Vice President

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)
				(A) or (D)			
			Code	V	Amount		Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Conditional Grant (\$108 Threshold) (1)	\$ 0 (2)	01/02/2008	H(3)		2,920	(2)	12/31/2008		Common Stock (4)	2,920
Conditional Grant (\$81.00 Threshold) (1)	\$ 0 (5)	01/02/2008	H(3)		1,455	(5)	12/31/2007		Common Stock (4)	1,455
Option (Buy \$56.73) (1)	\$ 56.73	01/02/2008	H(3)		1,400	(6)	05/05/2015		Common Stock (4)	1,400
Option (Buy \$71.88) (1)	\$ 71.88	01/02/2008	H(3)		1,725	(7)	05/03/2016		Common Stock (4)	1,725
Option (Buy \$74.10) (1)	\$ 74.1	01/02/2008	H(3)		2,600	(8)	05/02/2017		Common Stock (4)	2,600
Restricted Stock Units (1)	\$ 0 (9)	01/02/2008	H(3)		450	(10)	(10)		Common Stock (4)	450
Restricted Stock Units (1)	\$ 0 (9)	01/02/2008	H(3)		1,400	(10)	(10)		Common Stock (4)	1,400
Restricted Stock Units (1)	\$ 0 (9)	01/02/2008	H(3)		1,725	(10)	(10)		Common Stock (4)	1,725
Restricted Stock Units (1)	\$ 0 (9)	01/02/2008	H(3)		2,600	(10)	(10)		Common Stock (4)	2,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENSON MICHAEL J ONE POST OAK CENTRAL 2000 POST OAK BLVD., SUITE 100			Vice President	

HOUSTON, TX 77056-4400

Signatures

Cheri L. Peper,
Attorney-in-Fact

01/04/2008

__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).
- (1) With tandem tax withholding right

Payable if Apache common stock attains the per share price threshold prior to 01/01/2009. If threshold is attained, will be paid over four
- (2) vesting dates: within 30 days after the date on which the price threshold is attained, and the dates 12 months, 24 months, and 36 months following such date of attainment.
- (3) Upon termination of employment, forfeited for no value - exempt pursuant to Rule 16(b)-6(d).

The shares of common stock of Apache are deemed to also represent certain preferred stock purchase rights ('Rights'). The Rights are
- (4) 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.
- (5) Payable if Apache common stock attains the per share price threshold prior by 01/01/2008. If threshold is attained, will be paid over four vesting dates: within 30 days after the date on which the price threshold is attained, and the dates 12 months, 24 months, and 36 months following such date of attainment.
- (6) Exercisable ratably over four years, beginning 05/05/2006
- (7) Exercisable ratably over four years beginning 05/03/2007.
- (8) Exercisable ratably over four years beginning 05/02/2008.
- (9) One share of Apache common stock for each restricted stock unit.
- (10) Restricted stock units granted under employer plan. The units vest ratably over four years beginning one year from the date of grant.

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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