SAUER JON W Form 4 October 30, 2006

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or Form 5

(Middle)

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)

obligations

1(b).

may continue.

See Instruction

1. Name and Address of Reporting Person * SAUER JON W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

below)

(Last) (First)

APACHE CORP [APA] 3. Date of Earliest Transaction

(Month/Day/Year)

10/30/2006

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

Vice President

ONE POST OAK CENTRAL, 2000 POST OAK BOULEVARD, SUITE 100

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77056-4400

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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)		d of (D)	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)	10/30/2006		M(2)	2,569	A	\$ 0	10,249	D	
Common Stock (1)	10/30/2006		F	680 <u>(3)</u>	D	\$ 68.21	9,569	D	
Common Stock (1)	10/30/2006		M(2)	317	A	\$ 0	9,886	D	
Common Stock (1)	10/30/2006		F	84 (3)	D	\$ 68.21	9,802	D	
Common Stock (1)							3,934.875	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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	Code Securities		of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	O)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Cond Grant (\$51.95 Threshold)	\$ 0 (4)	10/30/2006		M	31	17	(2)	11/27/2006	Common Stock (1)	317
Cond Grant (\$51.95 Threshold)	\$ 0 (4)	10/30/2006		M	2,5	569	(2)	11/27/2006	Common Stock (1)	2,569

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SAUER JON W ONE POST OAK CENTRAL 2000 POST OAK BOULEVARD, SUITE 100 HOUSTON, TX 77056-4400			Vice President			

Date

Signatures

**Signature of Reporting Person

Cheri L. Peper,	10/30/2006
Attorney-in-Fact	10/30/2000

Reporting Owners 2

Edgar Filing: SAUER JON W - Form 4

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.
 - \$51.95 price threshold attained on 10/26/04 under the terms of 2000 Share Appreciation Plan, data for final vesting provided by the plan
- (2) administrator on 10/30/06. Grant vested one-third on each of 10/26/04, 10/26/05 and 10/26/06, and vested portion distributed within 30 days of each such date.
- (3) Shares used to cover required tax withholding on vesting of conditional grant.
- (4) With tandem tax withholding right

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.