

PRICE FLOYD R
Form 4
February 25, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PRICE FLOYD R

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)
2000 POST OAK
BOULEVARD, SUITE 100

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Retired Executive / Vice President

HOUSTON, TX 77056

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------|---|--------------------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock ⁽¹⁾ | 02/23/2010 | | M | | 6,948 | A | \$ 25.1083 | 39,205 | D | |
| Common Stock ⁽¹⁾ | 02/23/2010 | | S | | 6,948 | D | \$ 103.285 | 32,257 | D | |
| Common Stock ⁽¹⁾ | | | | | | | | 25,886.624 | 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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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 Security (Instr. 3 and 4) | Amount |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|
| Phantom Stock Units ⁽²⁾ | \$ 0 ⁽²⁾ | 02/24/2010 | | J | 16.9633 | ⁽³⁾ / ⁽³⁾ | Common Stock ⁽¹⁾ | 16.9 |
| Option-Buy \$25.1083 ⁽⁴⁾ | \$ 25.1083 | 02/23/2010 ⁽⁵⁾ | | M | 6,948 | ⁽⁶⁾ / 05/02/2011 | Common Stock ⁽¹⁾ | 6,9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|----------------|
| | Director | 10% Owner | Officer | Other |
| PRICE FLOYD R 2000 POST OAK BOULEVARD SUITE 100 HOUSTON, TX 77056 | | | Retired Executive | Vice President |

Signatures

Cheri L. Peper, 02/25/2010
Attorney-in-Fact

 **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) One share of Apache common stock for each phantom stock unit.
 - (3) Exempt acquisition pursuant to Rule 16b-3(d) - accrued under the deferred compensation provisions of Apache's Deferred Delivery Plan as of 02/22/2010 - data provided by the plan administrator on 02/24/2010.
 - (4) With tandem tax withholding right

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(5) Transaction occurred on 02/22/2010; data provided by plan administrator on 02/23/2010.

(6) Exercisable ratably over four years, beginning 05/02/2002.

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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