

Merrick Aaron S. G.  
 Form 3  
 August 13, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Merrick Aaron S. G.</p> <p>(Last) (First) (Middle)</p> <p>ONE POST OAK                  CENTRAL,Â 2000 POST OAK                  BLVD, SUITE 100</p> <p>(Street)</p> <p>HOUSTON,Â TXÂ 77056-4400</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/06/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>APACHE CORP [APA]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <u>(1)</u>	2,232	D	Â
Common Stock <u>(1)</u>	842.116	I	Held by Trustee of 401(k) Plan

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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- (2) 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
- (3) 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.
- (4) \$108.00 price threshold attained on 02/29/2008 under the terms of 2005 Share Appreciation Plan. Grant vested or will vest one-fourth on each of 02/29/2008, 03/01/2009, 03/01/2010, and 03/01/2011, and vested portion distributed within 30 days of each such date.
- Payable if Apache common stock attains the per share price threshold by 12/31/2010. If threshold is attained, will be paid over five
- (5) vesting dates: within 30 days after the date on which the price threshold is attained, and the dates 12 months, 24 months, 36 months, and 48 months following such date of attainment.
- Payable if Apache common stock attains the per share price threshold by 12/31/2012. If threshold is attained, will be paid over five
- (6) vesting dates: within 30 days after the date on which the price threshold is attained, and the dates 12 months, 24 months, 36 months, and 48 months following such date of attainment.
- 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
- (7) 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.
- (8) \$81.00 price threshold attained on 06/14/2007 under the terms of 2000 Share Appreciation Plan. Grant vests one-fourth on each of 06/14/2007, 06/14/2008, 06/14/2009, and 06/14/2010, and vested portion distributed within 30 days of each such date.
- (9) Exercisable ratably over four years, beginning 05/03/2007
- (10) Stock option granted 05/02/2007 under employer plan - data received from the plan administrator on 05/02/2007. Exercisable ratably over four years beginning 05/02/2008.
- (11) Stock option granted 05/06/2009 under employer plan - data received from the plan administrator on 05/07/2009. Exercisable ratably over four years beginning 05/06/2010.
- (12) Stock option granted 08/05/2009 under employer plan. Exercisable ratably over four years beginning 08/05/2010.
- (13) One share of Apache common stock for each restricted stock unit.
- (14) Restricted units granted under terms of the 2007 Omnibus Equity Compensation Plan. The units vest 25% per year on the first, second, third, and fourth anniversaries of the grant date.

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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