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BOHEN FREDERICK M

Form 4

September 16, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** BOHEN FREDERICK M | 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) | 3. Date of Earliest Transaction | (Check an applicable) | | | | |
| APACHE CORPORATION, 2000 POST OAK BLVD., SUITE 100 | (Month/Day/Year) 09/15/2008 | _X_ Director 10% Owner Officer (give title Other (specify below) Director | | | | |
| (Street) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | | |
| HOUSTON, TX 77056 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |

| (City) | (State) | (Zip) Tabl | le I - Non-D | Derivative | Secui | rities Acqu | ired, Disposed of | , or Beneficiall | y 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. Securi on(A) or D (Instr. 3, | ispose 4 and (A) or | d of (D) | 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) |
| Common Stock (1) | 09/15/2008 | | M(2) | 750 | A | \$ 0 | 12,318.234 | D | |
| Common Stock (1) | 09/15/2008 | | D(3) | 300 | D | \$ 112.39 | 12,018.234 | D | |

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. Transactic Code (Instr. 8) | 5. Number owf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration D (Month/Day | ate | 7. Title and A Underlying S (Instr. 3 and | Securities | 8. Price Derivat Securit (Instr. 5 |
|---|---|--------------------------------------|---|--|--|----------------------------|--------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units (4) | \$ 0 (5) | 09/15/2008 | | M | 750 | (2) | <u>(6)</u> | Common Stock (1) | 750 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|----------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| BOHEN FREDERICK M | | | | | | |
| APACHE CORPORATION | X | | | | | |
| 2000 POST OAK BLVD., SUITE 100 | Λ | | Director | | | |
| HOUSTON, TX 77056 | | | | | | |

Signatures

Cheri L. Peper, 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 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) Vesting on 09/13/08 of restricted stock units granted to each of Apache's non-employee directors under 2007 Omnibus Equity Compensation Plan. Data received from the plan administrator on 09/15/08.
 - This transaction is not a sale. Exempt disposition to issuer of portion of restricted stock units payable in cash upon vesting. The 2007 Omnibus Equity Compensation Plan contained such provision when approved by stockholders in May 2007, and the restricted stock units
- (3) contained such terms when granted under the terms of such plan. Of the total 750 restricted stock units that vested on 09/13/08, 60 percent (450 restricted stock units) is payable in Apache common stock and 40 percent (300 restricted stock units) is payable in cash and is characterized in this report as a disposition to the issuer.
- (4) With tandem tax withholding right

Reporting Owners 2

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- (5) One share of Apache common stock for each restricted stock unit.
- (6) Restricted stock units granted to each of Apache's non-employee directors under 2007 Omnibus Equity Compensation Plan, which plan was approved by stockholders in May 2007. The units vest 50% thirty days after grant date and 50% twelve months after 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. 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.