

Bedingfield John R.  
Form 3  
November 23, 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 Bedingfield John R.</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>11/19/2009</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>	2,102	D	Â
Common Stock <u>(1)</u>	8,729.626	I	Held by Trustee of 401(k) Plan
Common Stock <u>(1)</u>	1,956.429	I	Held by Trustee of NQ 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)**

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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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Conditional Grant (\$108 Threshold) <sup>(2)</sup>	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock <sup>(1)</sup>	1,625	\$ 0 <sup>(3)</sup>	D	Â
Conditional Grant (\$162 Threshold)	Â <sup>(4)</sup>	12/31/2010	Common Stock <sup>(1)</sup>	1,460	\$ 0 <sup>(4)</sup>	D	Â
Conditional Grant (\$216 Theshold)	Â <sup>(5)</sup>	12/31/2012	Common Stock <sup>(1)</sup>	2,190	\$ 0 <sup>(5)</sup>	D	Â
Conditional Grant (\$81.00 Threshold) <sup>(2)</sup>	Â <sup>(6)</sup>	Â <sup>(6)</sup>	Common Stock <sup>(1)</sup>	543	\$ 0 <sup>(6)</sup>	D	Â
Option (Buy \$56.73) <sup>(2)</sup>	Â <sup>(7)</sup>	05/05/2015	Common Stock <sup>(1)</sup>	3,400	\$ 56.73	D	Â
Option (Buy \$71.88) <sup>(2)</sup>	Â <sup>(8)</sup>	05/03/2016	Common Stock <sup>(1)</sup>	2,950	\$ 71.88	D	Â
Option (Buy \$74.10) <sup>(2)</sup>	Â <sup>(9)</sup>	05/02/2017	Common Stock <sup>(1)</sup>	3,300	\$ 74.1	D	Â
Option (Buy \$82.55) <sup>(2)</sup>	Â <sup>(10)</sup>	05/06/2019	Common Stock <sup>(1)</sup>	3,200	\$ 82.55	D	Â
Option- Buy \$21.2663 <sup>(2)</sup>	Â <sup>(11)</sup>	05/03/2010	Common Stock <sup>(1)</sup>	3,696	\$ 21.2663	D	Â
Option- Buy \$25.1083 <sup>(2)</sup>	Â <sup>(12)</sup>	05/02/2011	Common Stock <sup>(1)</sup>	4,620	\$ 25.1083	D	Â
Option- Buy \$28.0476 <sup>(2)</sup>	Â <sup>(13)</sup>	05/01/2012	Common Stock <sup>(1)</sup>	6,090	\$ 28.0476	D	Â
Restricted Stock Units <sup>(2)</sup>	Â <sup>(15)</sup>	Â <sup>(15)</sup>	Common Stock <sup>(1)</sup>	24,275	\$ 0 <sup>(14)</sup>	D	Â
Stock Appreciation Rights - \$28.7750 <sup>(2)</sup>	Â <sup>(16)</sup>	05/01/2013	Common Stock <sup>(1)</sup>	5,200	\$ 28.775	D	Â
Stock Appreciation Rights - \$42.68 <sup>(2)</sup>	Â <sup>(17)</sup>	05/06/2014	Common Stock <sup>(1)</sup>	3,900	\$ 42.68	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bedingfield John R. ONE POST OAK CENTRAL	Â	Â	Â Vice President	Â

2000 POST OAK BLVD, SUITE 100  
HOUSTON, TX 77056-4400

## Signatures

John R. 11/23/2009  
Bedingfield

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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

(1) 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) With tandem tax withholding right

(3) \$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 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.

(5) Payable if Apache common stock attains the per share price threshold by 12/31/2012. If threshold is attained, will be paid over five 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.

(6) \$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.

(7) Exercisable ratably over four years, beginning 05/05/06.

(8) Exercisable ratably over four years beginning 05/03/2007.

(9) Exercisable ratably over four years beginning 05/02/2008.

(10) Exercisable ratably over four years beginning 05/06/2010.

(11) Exercisable ratably over four years, beginning 05/03/2001.

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

(13) Exercisable ratably over four years, beginning 05/01/2003

(14) One share of Apache common stock for each restricted stock unit.

(15) Restricted stock units granted under employer plan. The units vest ratably over four or five years from the date of grant.

(16) Exercisable ratably over four years, beginning 05/01/2004.

(17) Exercisable ratably over four years, beginning 05/06/2005

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.