

APACHE CORP  
Form 4  
November 06, 2006

**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 \*  
MITCHELL THOMAS L

(Last) (First) (Middle)

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

(Street)

HOUSTON, TX 77056-4400

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
APACHE CORP [APA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/03/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Former Officer

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

**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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-------------------------|---|--|

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| Security (Instr. 3)                                  | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8)  | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |                             |                            |
|--|--|----------------------|------------------|---|------------------|------------------|------------------|-----------------|-----------------------------|----------------------------|
|  |  |                      | Code             | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title                       | Amount or Number of Shares |
| Conditional Grant (\$108 Threshold) <sup>(1)</sup>   | \$ 0 <sup>(2)</sup>                      | 11/03/2006           | H <sup>(3)</sup> | V   |                  | 4,540            | <sup>(2)</sup>   | <sup>(2)</sup>  | Common Stock <sup>(4)</sup> | 4,540                      |
| Conditional Grant (\$81.00 Threshold) <sup>(1)</sup> | \$ 0 <sup>(5)</sup>                      | 11/03/2006           | H <sup>(3)</sup> | V   |                  | 3,020            | <sup>(5)</sup>   | <sup>(2)</sup>  | Common Stock <sup>(4)</sup> | 3,020                      |
| Option (Buy \$56.73) <sup>(1)</sup>                  | \$ 56.73                                 | 11/03/2006           | H <sup>(3)</sup> | V   |                  | 3,225            | <sup>(6)</sup>   | 02/03/2007      | Common Stock <sup>(4)</sup> | 3,225                      |
| Option (Buy \$71.88) <sup>(1)</sup>                  | \$ 71.88                                 | 11/03/2006           | H <sup>(3)</sup> | V   |                  | 3,800            | <sup>(7)</sup>   | 05/03/2016      | Common Stock <sup>(4)</sup> | 3,800                      |
| Restricted Stock Units <sup>(1)</sup>                | \$ 0 <sup>(8)</sup>                      | 11/03/2006           | H                | V   |                  | 945              | <sup>(9)</sup>   | <sup>(9)</sup>  | Common Stock <sup>(4)</sup> | 945                        |
| Restricted Stock Units <sup>(1)</sup>                | \$ 0 <sup>(8)</sup>                      | 11/03/2006           | H <sup>(3)</sup> | V   |                  | 900              | <sup>(9)</sup>   | <sup>(9)</sup>  | Common Stock <sup>(4)</sup> | 900                        |
| Restricted Stock Units <sup>(1)</sup>                | \$ 0 <sup>(8)</sup>                      | 11/03/2006           | H <sup>(3)</sup> | V   |                  | 1,300            | <sup>(9)</sup>   | <sup>(9)</sup>  | Common Stock <sup>(4)</sup> | 1,300                      |
| Restricted Stock Units <sup>(1)</sup>                | \$ 0 <sup>(8)</sup>                      | 11/03/2006           | H <sup>(3)</sup> | V   |                  | 3,300            | <sup>(9)</sup>   | <sup>(9)</sup>  | Common Stock <sup>(4)</sup> | 3,300                      |
| Restricted Stock Units <sup>(1)</sup>                | \$ 0 <sup>(8)</sup>                      | 11/03/2006           | H <sup>(3)</sup> | V   |                  | 3,800            | <sup>(9)</sup>   | <sup>(9)</sup>  | Common Stock <sup>(4)</sup> | 3,800                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Former Officer

MITCHELL THOMAS L  
ONE POST OAK CENTRAL  
2000 POST OAK BOULEVARD, SUITE 100  
HOUSTON, TX 77056-4400

## Signatures

Cheri L. Peper,  
Attorney-in-Fact

11/06/2006

\_\_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).

(1) 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

(2) 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.

(3) Upon termination of employment, forfeited for no value - exempt pursuant to Rule 16(b)-6(d).

The shares of common stock of Apache are deemed to also represent certain preferred stock purchase rights ('Rights'). The Rights are not

(4) 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.

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

(5) 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.

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

(7) Stock option granted 05/03/2006 under employer plan - data received from the plan administrator on 05/05/2006. Exercisable ratably over four years beginning 05/03/2007.

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

(9) Restricted stock units granted under employer plan - units vest ratably over four years beginning one year from date of grant.

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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