

Common Stock <u>(1)</u>	37,921.867	I	Held by trustee of 401(k) plan
Common Stock <u>(1)</u>	15,319.292	I	Held by trustee of NQ Plan
Common Stock <u>(1)</u>	56,865	I	Indian Creek Holdings L.P. <u>(5)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Conditional Grant (\$108 Threshold) <u>(6)</u>	\$ 0 <u>(7)</u>	02/29/2008		M	2,200	<u>(2)</u> 12/31/2008	Common Stock <u>(1)</u>	2,200	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PLANK ROGER B ONE POST ONE CENTRAL 2000 POST OAK BLVD, SUITE 100 HOUSTON, TX 77056-4400			Exec. Vice Pres. &	Chief Fin. Officer

Signatures

Cheri L. Peper,
Attorney-in-Fact

03/04/2008

__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.

\$108.00 price threshold attained on 02/29/2008 under the terms of 2005 Share Appreciation Plan, data for this vesting provided by the
(2) plan administrator on 03/03/2008. 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.

(3) Shares used to cover required tax withholding on 02/29/2008 vesting of conditional grant. Data provided by the plan administrator on 03/03/2008.

(4) These shares are held in trust for the benefit of the reporting person's children. The reporting person and spouse are trustees.

(5) Managing general partner of Indian Creek Holdings L.P.

(6) 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
(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.

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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