

BENSON MICHAEL J

Form 4

June 30, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BENSON MICHAEL J

(Last) (First) (Middle)

ONE POST OAK CENTRAL, 2000
POST OAK BLVD., 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)
06/30/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock <u>(1)</u>	06/30/2006		M		751 A	\$ 25.1083	6,419.275 D
Common Stock <u>(1)</u>	06/30/2006		M		1,785 A	\$ 28.0476	8,204.275 D
Common Stock <u>(1)</u>	06/30/2006		M		1,312 A	\$ 27.9762	9,516.275 D
Common Stock <u>(1)</u>	06/30/2006		M		700 A	\$ 56.73	10,216.275 D
Common Stock <u>(1)</u>	06/30/2006		S		1,600 D	\$ 68.42	8,616.275 D

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Common Stock <u>(1)</u>	06/30/2006	S	4,100	D	\$ 68.43	4,516.275	D
Common Stock <u>(1)</u>	06/30/2006	S	100	D	\$ 68.44	4,416.275	D
Common Stock <u>(1)</u>	06/30/2006	S	346	D	\$ 68.45	4,070.275	D
Common Stock <u>(1)</u>	06/30/2006	S	448	D	\$ 68.47	3,622.275	D

Common Stock <u>(1)</u>						6.19	I	Held by Trustee of 401(k) Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	8. Amount or Number of Shares
Option (Buy \$56.73) <u>(2)</u>	\$ 56.73	06/30/2006		M	700	<u>(3)</u> 05/05/2015	Common Stock <u>(1)</u>	700
Option-Buy \$25.1083 <u>(2)</u>	\$ 25.1083	06/30/2006		M	751	<u>(4)</u> 05/02/2011	Common Stock <u>(1)</u>	751
Option-Buy \$27.9762 <u>(2)</u>	\$ 27.9762	06/30/2006		M	1,312	<u>(5)</u> 12/17/2012	Common Stock <u>(1)</u>	1,312

Option- Buy \$28.0476 (2)	\$ 28.0476	06/30/2006	M	1,785	(6)	05/01/2012	Common Stock (1)	1,785
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENSON MICHAEL J ONE POST OAK CENTRAL 2000 POST OAK BLVD., SUITE 100 HOUSTON, TX 77056-4400			Vice President	

Signatures

Cheri L. Peper,
Attorney-in-Fact

06/30/2006

__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).

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.
- (2) With tandem tax withholding right
- (3) Exercisable ratably over four years, beginning 05/05/06.
- (4) Exercisable ratably over four years, beginning 05/02/2002.
- (5) Exercisable ratably over four years, beginning 12/17/2003.
- (6) Exercisable ratably over four years, beginning 05/01/2003

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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