

APACHE CORP  
Form 8-K  
April 21, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 20, 2009**

**APACHE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-4300**  
(Commission  
File Number)

**41-0747868**  
(I.R.S. Employer  
Identification No.)

**2000 Post Oak Boulevard  
Suite 100**

**Houston, Texas 77056-4400**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (713) 296-6000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The Management Development and Compensation Committee of Apache Corporation's board of directors has implemented two compensation policies.

First, multi-year grants to the Chief Executive Officer will be made no more frequently than once every five years. For purposes of this policy, a multi-year grant is a grant of restricted stock, restricted stock units and/or stock options that exceeds in value the annual grants made to named executive officers as described in the company's prior proxy statements. A named executive officer is the company's principal executive officer, principal financial officer, and the other executive officers listed in the Summary Compensation Table of the company's proxy statement. This policy does not affect the board's ability to set executive officers' annual grants.

Second, the company will no longer reimburse named executive officers for payment of taxes on personal use of company aircraft, except to the former chairman of the company pursuant to the terms of his previously existing binding contract.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**APACHE CORPORATION**

Date: April 21, 2009

/s/ Roger B. Plank  
Roger B. Plank  
President