

APACHE CORP  
Form 8-K  
January 13, 2011

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**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): January 7, 2011**

**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.**

On January 7, 2011, the Stock Option Plan Committee of the board of directors of Apache Corporation ( Apache ) granted incentive awards, effective as of January 7, 2011, to substantially all management and professional employees of Apache and its subsidiaries, including certain of the executive officers named in Apache s 2010 Proxy Statement. These grants were made pursuant to Apache s existing 2007 Omnibus Equity Compensation Plan (the Omnibus Plan ), which was approved by Apache s stockholders in May 2007. Each management and professional employee and officer received a 2011 Performance Program ( 2011 Performance ) award, which was granted in performance-based, at-risk, restricted stock units intended to link the grantee s potential compensation to Apache s performance over a specified future period. The 2011 Performance awards are designed to attract, retain and incentivize executives and other employees while aligning their interests with the interests of Apache s stockholders. The form of award agreement for the 2011 Performance awards is attached as Exhibit 10.1.

The 2011 Performance award is part of an annual performance-based incentive compensation program, initiated in 2010, whereby each year the Stock Option Plan Committee will authorize a conditional grant of restricted stock units to employees, including named executive officers, based on a target percentage of the grantee s annual base salary determined immediately prior to the beginning of a three-year performance period. The performance period for the 2011 Performance award begins on January 1, 2011 and ends on December 31, 2013. The number of restricted stock units received at the end of the performance period will depend on a peer company comparison of total shareholder return. The peer companies for the 2011 Performance Program are: Anadarko Petroleum Corporation, BP plc, Canadian Natural Resources Ltd., Chesapeake Energy Corporation, Chevron Corporation, ConocoPhillips Company, Devon Energy Corporation, EnCana Corporation, Eni SpA, EOG Resources, Inc., Exxon Mobil Corporation, Hess Corporation, Marathon Oil Corporation, Murphy Oil Corporation, Noble Energy Inc., Occidental Petroleum Corporation, Royal Dutch Shell plc, and Talisman Energy Inc. Should consolidation occur among any peer group companies during the performance period, the Stock Option Plan Committee will determine the appropriate adjustments to measure Apache s total shareholder return for the performance period. Total shareholder return for Apache and each of the peer companies is determined by dividing (i) the sum of the cumulative amount of a company s dividends for the performance period and the average per share closing price of the company s stock for the 60 trading days at the end of the performance period minus the average per share closing price of the company s stock for the 60 trading days preceding the beginning of the performance period; by (ii) the average per share closing price of the company s stock for the 60 trading days preceding the beginning of the performance period.

Depending on Apache s total shareholder return compared to the total shareholder return of the peer companies, the grantee s conditional grant of restricted stock units will be adjusted by a factor ranging from 0 to 2.5 times the amount of the conditional grant. For the 2011 Performance award, 50% of the adjusted grant, if any, will vest at the close of the performance period (December 31, 2013), 25% will vest on December 31, 2014, and 25% will vest on

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December 31, 2015. Upon vesting, Apache will issue shares of Apache's common stock as settlement for the restricted stock units, net of the shares withheld for tax purposes.

Payout of the 2011 Performance award depends on the grantee remaining employed throughout the applicable performance period and the vesting period. Except as described below, a cessation of employment prior to the end of the performance period will result in the forfeiture of the entire amount of the conditional grant. If the grantee voluntarily leaves the employment of Apache, or is terminated for any reason or no reason during the vesting period, the unvested grants shall thereafter be forfeited. However, if the grantee dies or becomes totally and permanently disabled during the performance period, the conditional grant shall vest immediately at one times the amount of the conditional grant. If the grantee dies or is totally and permanently disabled during the vesting period, then the entire amount of the award will vest immediately. In the event of a grantee's involuntary termination or voluntary termination with cause (as defined in the Omnibus Plan, but generally including voluntary termination due to, among other things, a diminution in the grantee's compensation or job responsibilities and authority) upon a change of control (as defined in the Omnibus Plan) during the performance period, the 2011 Performance awards shall immediately vest in the number of restricted stock units determined by multiplying the conditional grant by the applicable multiple based upon Apache's actual total shareholder return compared to the total shareholder return of its peers for the performance period, measured as of the grantee's termination date. If the change of control occurs during the vesting period, the entire amount of the award vests immediately upon a grantee's involuntary termination or voluntary termination with cause.

In addition to those awards made to management and professional employees of Apache, 2011 Performance awards were made to the named executive officers who were employed by Apache on the grant date, as follows: G. Steven Farris was granted a 2011 Performance award of 28,029 restricted stock units, Roger B. Plank, John A. Crum and Rodney J. Eichler each were granted a 2011 Performance award of 8,969 restricted stock units, Michael S. Bahorich was granted a 2011 Performance award of 4,405 restricted stock units and, Thomas P. Chambers was granted a 2011 Performance award of 3,323 restricted stock units.

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**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Form of 2011 Performance Program Agreement, dated January 7, 2011, between Registrant and each of G. Steven Farris, John A. Crum, Rodney J. Eichler, Roger B. Plank, Michael S. Bahorich, and Thomas P. Chambers.

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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: January 13, 2011

/s/ Thomas P. Chambers  
Thomas P. Chambers  
Executive Vice President and Chief Financial  
Officer

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