

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

|                          |           |
|--------------------------|-----------|
| <b>OMB APPROVAL</b>      |           |
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |  |  |
|---|--|--|
| <p>1. Name and Address of Reporting Person*</p> <p><u>PLANK ROGER B</u></p> <p>(Last) (First) (Middle)</p> <p>ONE POST ONE CENTRAL<br/>2000 POST OAK BLVD, SUITE 100</p> <p>(Street)</p> <p>HOUSTON TX 77056-4400</p> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>APACHE CORP [ APA ]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>01/14/2004</p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p> | <p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p>Exec. Vice Pres. &amp; / Chief Fin. Officer</p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p> |
|---|--|--|

**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 <sup>(1)</sup>     | 01/14/2004                           |  | J <sup>(2)</sup>               | V | 22,008  | A          | \$0.00 | 44,026  | D  |   |
| Common Stock <sup>(1)</sup>     | 01/14/2004                           |  | J <sup>(2)</sup>               | V | 6,067   | A          | \$0.00 | 12,134  | I  | By Spouse   |
| Common Stock <sup>(1)</sup>     | 01/14/2004                           |  | J <sup>(2)</sup>               | V | 4,503   | A          | \$0.00 | 9,006   | I  | By Trust <sup>(3)</sup>                               |
| Common Stock <sup>(1)</sup>     | 01/14/2004                           |  | J <sup>(2)</sup>               | V | 28,990  | A          | \$0.00 | 57,980  | I  | By trust fbo L.B. Plank                               |
| Common Stock <sup>(1)</sup>     | 01/14/2004                           |  | J <sup>(2)</sup>               | V | 18,471.713  | A          | \$0.00 | 36,943.426  | I  | Held by trustee of 401(k) plan                        |
| Common Stock <sup>(1)</sup>     | 01/14/2004                           |  | J <sup>(2)</sup>               | V | 7,465.484   | A          | \$0.00 | 14,934.5942   | I  | Held by trustee of NQ Plan                            |
| Common Stock <sup>(1)</sup>     | 01/14/2004                           |  | J <sup>(2)</sup>               | V | 5,000   | A          | \$0.00 | 10,000  | I  | Indian Creek Holdings L.P.                            |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Phantom Stock Units <sup>(4)</sup>         | \$0.00 <sup>(4)</sup>                                  | 01/14/2004                           |  | J <sup>(5)</sup>               | V | 18,361.564   |     | (6)  | (6)             | Common Stock <sup>(1)</sup>   | 18,361.564                 | \$0.00                                     | 36,723.1316  | D   |  |
| Restricted Stock Units <sup>(7)</sup>      | \$0.00 <sup>(8)</sup>                                  | 01/14/2004                           |  | J <sup>(5)</sup>               | V | 8,877  |     | (9)  | (9)             | Common Stock <sup>(1)</sup>   | 8,877                      | \$0.00                                     | 17,754   | D   |  |

**Explanation of Responses:**

- The shares of common stock of Apache are deemed to also represent certain preferred stock purchase rights ("Rights"). The Rights are not 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.
- Exempt acquisition of additional shares pursuant to two-for-one stock split distributed January 14, 2004.
- These shares are held in trust for the benefit of the reporting person's children. The reporting person and spouse are trustees.
- One share of Apache common stock for each phantom stock unit.
- Exempt acquisition of additional units pursuant to two-for-one stock split distributed January 14, 2004.
- Exempt acquisition pursuant to Rule 16b-3(d) - accrued under the deferred compensation provisions of Apache's Deferred Delivery Plan.
- With tandem tax withholding right
- One share of Apache common stock for each restricted stock unit.
- Restricted stock units granted under employer plan. The units vest ratably over four years beginning one year from the date of grant.

Cheri L. Peper, Attorney-in-Fact 01/16/2004

\*\* Signature of Reporting Person Date

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

\* 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).

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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