#### PRICE FLOYD R

Form 4

November 25, 2008

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

**OMB APPROVAL** 

10% Owner

Expires:

January 31, 2005

0.5

Estimated average

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* PRICE FLOYD R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

APACHE CORP [APA] 3. Date of Earliest Transaction

(Check all applicable)

ONE POST OAK CENTRAL, 2000 POST OAK BOULEVARD, SUITE

(First)

100

(Month/Day/Year)

11/24/2008

X\_ Officer (give title Other (specify below)

Exec. Vice President

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77056-4400

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(e.g., puts, calls, warrants, options, convertible securities)

5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Conversion 3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of Underlying Securities

(9-02)

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) Disposed of (I (Instr. 3, 4, and 5)	<b>O</b> )	/Year)	(Instr. 3 and	4)	S (I
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (1)	\$ 0 (1)	11/24/2008		J	35.8463	(2)	(2)	Common Stock (3)	35.8463	

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Exec. Vice President

PRICE FLOYD R ONE POST OAK CENTRAL 2000 POST OAK BOULEVARD, SUITE 100 HOUSTON, TX 77056-4400

#### **Signatures**

Cheri L. Peper, Attorney-in-Fact

\*\*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).
- (1) One share of Apache common stock for each phantom stock unit.
- (2) Exempt acquisition pursuant to Rule 16b-3(d) accrued under the deferred compensation provisions of Apache's Deferred Delivery Plan as of 11/21/2008 data provided by the plan administrator on 11/24/2008.
- 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ont style="DISPLAY: inline; FONT-FAMILY: times new roman; FONT-SIZE:

10pt">NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7

**SOLE VOTING POWER** 

1,075,665

8

SHARED VOTING POWER

- 0 -

9

SOLE DISPOSITIVE POWER

Reporting Owners 2

1,075,665	10		
SHARED DISPOSITIVE POWER	10		
- 0 -	11		
AGGREGATE AMOUNT BENEFICIALLY OWNED E			
1,075,665	12		
CHECK BOX IF THE AGGREGATE AMOUNT IN RO			
o	13		
PERCENT OF CLASS REPRESENTED BY AMOUNT			
4.8%	14		
TYPE OF REPORTING PERSON	17		
IN			
3			

1	NAME OF RE	EPORTING PERS	ON				
2	CHECK THE GROUP	WESTERN INVESTMENT HEDGED PARTNERS L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A  GROUP  SEC USE ONLY  (a) o (b) o					
4	SOURCE OF	SOURCE OF FUNDS					
5	WC, OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)						
6	CITIZENSHIP OR PLACE OF ORGANIZATION						
NUMBER OF SHARES	DELAWARE	7	SOLE VOTING POWER				
BENEFICIALLY OWNED BY EACH		8	515,917 SHARED VOTING POWER				
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER				
		10	515,917 SHARED DISPOSITIVE POWE	CR.			
11	AGGREGATI	E AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON			
12	515,917 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES						
13	PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROW	(11)			
14	2.3% TYPE OF REPORTING PERSON						
	PN						
4							

1	NAME OF REPORTING PERS	SON					
2	CHECK THE APPROPRIATE	VESTERN INVESTMENT ACTIVISM PARTNERS LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o (b) o					
3	SEC USE ONLY						
4	SOURCE OF FUNDS						
5	WC, OO CHECK BOX IF DISCLOSURI IS REQUIRED PURSUANT TO						
6	CITIZENSHIP OR PLACE OF	ORGANIZATION					
	DELAWARE						
NUMBER OF	7	SOLE VOTING POWER					
SHARES							
BENEFICIALLY OWNED BY	8	144,501 SHARED VOTING POWER					
EACH	o	SHARLD VOIINGTOWLK					
REPORTING		- 0 -					
PERSON WITH	9	SOLE DISPOSITIVE POWER					
		144,501					
	10	SHARED DISPOSITIVE POWE	R				
		- 0 -					
11	AGGREGATE AMOUNT BEN	- 0 - IEFICIALLY OWNED BY EACH	REPORTING PERSON				
12	144,501 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES						
13	PERCENT OF CLASS REPRE	SENTED BY AMOUNT IN ROW	(11)				
14	LESS THAN 1% TYPE OF REPORTING PERSO	ON					
	00						

1	NAME OF RE	PORTING PERS	ON			
2	CHECK THE A	WESTERN INVESTMENT TOTAL RETURN PARTNERS L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o GROUP (b) o SEC USE ONLY				
4	SOURCE OF F	SOURCE OF FUNDS				
5	WC, OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
NUMBER OF SHARES	DELAWARE	7	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH		8	173,533 SHARED VOTING POWER			
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER			
		10	173,533 SHARED DISPOSITIVE POWE	R		
11	AGGREGATE	AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON		
12	173,533 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES					
13	PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROW	(11)		
14		LESS THAN 1% TYPE OF REPORTING PERSON				
	PN					

1	NAME OF REPORTING PERS	NAME OF REPORTING PERSON			
2	WESTERN INVESTMENT TOTAL RETURN FUND LTD. CHECK THE APPROPRIATE BOX IF A MEMBER OF A  GROUP  SEC USE ONLY  (a) o (b) o				
4	SOURCE OF FUNDS				
5	WC, OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP OR PLACE OF ORGANIZATION				
NUMBER OF	CAYMAN ISLANDS 7	SOLE VOTING POWER			
SHARES BENEFICIALLY OWNED BY EACH	8	241,004 SHARED VOTING POWER			
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER			
	10	241,004 SHARED DISPOSITIVE POWE	R		
11	AGGREGATE AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON		
12	241,004 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRES	SENTED BY AMOUNT IN ROW	(11)		
14	1.1% TYPE OF REPORTING PERSO	ON			
	СО				

1	NAME OF REP	ORTING PERSO	ON			
2	BENCHMARK PLUS INSTITUTIONAL PARTNERS, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A  GROUP  (b) 0  SEC USE ONLY					
4						
4	SOURCE OF FU	SOURCE OF FUNDS				
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)					
6	CITIZENSHIP (	CITIZENSHIP OR PLACE OF ORGANIZATION				
NUMBER OF SHARES	DELAWARE	7	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH		8	480,904 SHARED VOTING POWER			
REPORTING PERSON WITH	9	9	- 0 - SOLE DISPOSITIVE POWER			
	1	0	480,904 SHARED DISPOSITIVE POWE	R		
11	AGGREGATE A	AMOUNT BENI	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON		
12	480,904 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES					
13	PERCENT OF C	CLASS REPRES	ENTED BY AMOUNT IN ROW	(11)		
14	2.2% TYPE OF REPORTING PERSON					
	OO					
8						

1	NAME OF RE	NAME OF REPORTING PERSON					
2	CHECK THE .	BENCHMARK PLUS PARTNERS, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A  (a) o (b) o (EC USE ONLY					
4	SOURCE OF I	SOURCE OF FUNDS					
5		WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)					
6	CITIZENSHIP	CITIZENSHIP OR PLACE OF ORGANIZATION					
NUMBER OF SHARES	DELAWARE	7	SOLE VOTING POWER				
BENEFICIALLY OWNED BY EACH		8	100 SHARED VOTING POWER				
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER				
		10	100 SHARED DISPOSITIVE POWE	R			
11	AGGREGATE	E AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON			
12	100 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
14	LESS THAN 1% TYPE OF REPORTING PERSON						
	OO						
9							

1	NAME OF RE	PORTING PERS	ON		
2 3	BENCHMARK PLUS MANAGEMENT, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A  GROUP  SEC USE ONLY  (a) o  (b) o				
4	SOURCE OF FUNDS				
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP	OR PLACE OF	ORGANIZATION		
NUMBER OF SHARES	DELAWARE	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH		8	481,004 SHARED VOTING POWER		
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER		
		10	481,004 SHARED DISPOSITIVE POWE	CR.	
11	AGGREGATE	E AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON	
12		IF THE AGGREG ERTAIN SHARE	GATE AMOUNT IN ROW (11) ES	o	
13	PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROW	(11)	
14	2.2% TYPE OF REPORTING PERSON				
	00				
10					

1	NAME OF RE	NAME OF REPORTING PERSON				
2	CHECK THE A	ROBERT FERGUSON CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o (b) o SEC USE ONLY				
4	SOURCE OF F	SOURCE OF FUNDS				
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)					
6	CITIZENSHIP	CITIZENSHIP OR PLACE OF ORGANIZATION				
NUMBER OF SHARES	USA	7	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH		8	481,004 SHARED VOTING POWER			
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER			
		10	481,004 SHARED DISPOSITIVE POWE	R		
11	AGGREGATE	AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON		
12	481,004 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES					
13	PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROW	(11)		
14	2.2% TYPE OF REP					
	IN					

1	NAME OF RE	NAME OF REPORTING PERSON				
2	CHECK THE A	COTT FRANZBLAU CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o (b) o EEC USE ONLY				
4	SOURCE OF I	SOURCE OF FUNDS				
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
NUMBER OF SHARES	USA	7	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH		8	481,004 SHARED VOTING POWER			
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER			
		10	481,004 SHARED DISPOSITIVE POWE	R		
11	AGGREGATE	AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON		
12		IF THE AGGREG ERTAIN SHARE	GATE AMOUNT IN ROW (11) GES	o		
13	PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROW	(11)		
14	2.2% TYPE OF REP	2.2% TYPE OF REPORTING PERSON				
	IN					
10						

1	NAME OF REPO	NAME OF REPORTING PERSON					
2		GREGORY R. DUBE CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o					
3	SEC USE ONLY						
4	SOURCE OF FU	SOURCE OF FUNDS					
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)					
6	CITIZENSHIP O	R PLACE OF (	ORGANIZATION				
NUMBER OF SHARES	USA 7		SOLE VOTING POWER				
BENEFICIALLY OWNED BY EACH	8		- 0 - SHARED VOTING POWER				
REPORTING PERSON WITH	9		- 0 - SOLE DISPOSITIVE POWER				
	10		- 0 - SHARED DISPOSITIVE POWE	R			
11	AGGREGATE A	MOUNT BENI	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON			
12	- 0 -** CHECK BOX IF EXCLUDES CER		GATE AMOUNT IN ROW (11)	o			
13	PERCENT OF C	LASS REPRES	ENTED BY AMOUNT IN ROW	(11)			
14	0% TYPE OF REPORTING PERSON						
	IN						
**See Item 5.							
13							

1	NAME OF REPORTING PERSON					
2	RICHARD A. RAPPAPORT CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o					
3	SEC USE ONLY					
4	SOURCE OF FUNDS					
5	PF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
NUMBER OF	USA	7	SOLE VOTING POWER			
SHARES BENEFICIALLY OWNED BY		8	2,000 SHARED VOTING POWER			
EACH REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER			
		10	2,000 SHARED DISPOSITIVE POWE	CR.		
11	- $0$ - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
12	2,000** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14	LESS THAN 1% TYPE OF REPORTING PERSON					
	IN					
**See Item 5.						
14						

1	NAME OF REPORTING PERSON				
2	ROBERT A. WOOD CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o				
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP OR PLACE OF ORGANIZATION				
NUMBER OF SHARES	USA 7		SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH	8		- 0 - SHARED VOTING POWER		
REPORTING PERSON WITH	9		- 0 - SOLE DISPOSITIVE POWER		
	10		- 0 - SHARED DISPOSITIVE POWE	R	
11	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12	- 0 -** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	0% TYPE OF REPORTING PERSON				
	IN				
**See Item 5.					
15					

The following constitutes Amendment No. 5 to the Schedule 13D filed by the undersigned ("Amendment No. 5"). This Amendment No. 5 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is amended and restated to read as follows:

The aggregate purchase price of the 1,075,455 Shares beneficially owned by WILLC is approximately \$11,452,820. The Shares beneficially owned by WILLC consist of 500 Shares that were acquired with WILLC's working capital, 515,917 Shares that were acquired with WIHP's working capital (including 10,369 Shares held by WIHP that were acquired through the Issuer's dividend repurchase plan), 144,501 Shares that were acquired with WIAP's working capital (including 2,617 Shares held by WIAP that were acquired through the Issuer's dividend repurchase plan), 173,533 Shares that were acquired with WITRP's working capital (including 2,044 Shares held by WITRP that were acquired through the Issuer's dividend repurchase plan), and 241,004 Shares that were acquired with WITRL's working capital (including 10,490 Shares held by WITRL that were acquired through the Issuer's dividend repurchase plan).

The aggregate purchase price of the 210 Shares directly owned by Mr. Lipson is approximately \$1,693. The Shares directly owned by Mr. Lipson were acquired with personal funds.

The aggregate purchase price of the 481,004 Shares beneficially owned by BPM is approximately \$4,804,026. The Shares beneficially owned by BPM consist of 480,904 Shares that were acquired with BPIP's working capital and 100 Shares that were acquired with BPP's working capital.

The aggregate purchase price of the 2,000 Shares directly owned by Mr. Rappaport is approximately \$22,420. The Shares directly owned by Mr. Rappaport were acquired with personal funds.

Item 5.

Interest in Securities of the Issuer.

Item 5(a) is amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 22,275,178 Shares outstanding, which is the total number of Shares outstanding as of April 27, 2011, as reported in Exhibit (a)(1)(i) to the Issuer's Schedule TO, filed with the Securities and Exchange Commission on May 3, 2011.

As of the close of business on May 6, 2011, WIHP, WIAP, WITRP and WITRL beneficially owned 515,917, 144,501, 173,533 and 241,004 Shares, respectively, constituting approximately 2.3%, less than 1%, less than 1% and 1.1%, respectively, of the Shares outstanding.

As the general partner of each of WIHP and WITRP, the managing member of WIAP and the investment manager of WITRL, WILLC may be deemed to beneficially own the 1,074,955 Shares owned in the aggregate by WIHP, WIAP, WITRP and WITRL, constituting approximately 4.8% of the Shares outstanding, in addition to the 500 Shares it holds directly.

As the managing member of WILLC, Mr. Lipson may be deemed to beneficially own the 1,075,455 Shares beneficially owned by WILLC, constituting approximately 4.8% of the Shares outstanding, in addition to the 210 Shares he owns directly.

As of the close of business on May 6, 2011, BPIP and BPP beneficially owned 480,904 and 100 Shares, respectively, constituting approximately 2.2% and less than 1%, respectively, of the Shares outstanding. As the managing member of each of BPIP and BPP, BPM may be deemed to beneficially own the 481,004 Shares owned in the aggregate by BPIP and BPP, constituting approximately 2.2% of the Shares outstanding. As managing members of BPM, each of Messrs. Franzblau and Ferguson may be deemed to beneficially own the 481,004 Shares beneficially owned by BPM, constituting approximately 2.2% of the Shares outstanding.

Mr. Dube and Professor Wood do not own directly any Shares. As members of a "group" for the purposes of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Mr. Dube and Professor Wood may be deemed to beneficially own the 1,558,669 Shares beneficially owned in the aggregate by the Reporting Persons. Each of Mr. Dube and Professor Wood disclaims beneficial ownership of such Shares.

Mr. Rappaport directly owns 2,000 Shares. As a member of a "group" for the purposes of Rule 13d-5(b)(1) of the Exchange Act, Mr. Rappaport may be deemed to beneficially own the 1,556,669 Shares beneficially owned in the aggregate by the Reporting Persons. Mr. Rappaport disclaims beneficial ownership of such Shares.

Item 5(c) is amended to add the following:

(c) Schedule B annexed hereto lists all transactions in securities of the Issuer since the filing of Amendment No. 4 to the Schedule 13D. All of such transactions were effected in the open market.

#### **SIGNATURES**

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 9, 2011 WESTERN INVESTMENT LLC

By: /s/ Arthur D. Lipson

Name: Arthur D. Lipson
Title: Managing Member

WESTERN INVESTMENT HEDGED PARTNERS L.P.

By: Western Investment LLC

General Partner

By: /s/ Arthur D. Lipson

Name: Arthur D. Lipson
Title: Managing Member

WESTERN INVESTMENT ACTIVISM PARTNERS LLC

By: Western Investment LLC

Managing Member

By: /s/ Arthur D. Lipson

Name: Arthur D. Lipson
Title: Managing Member

WESTERN INVESTMENT TOTAL RETURN PARTNERS L.P.

By: Western Investment LLC

General Partner

By: /s/ Arthur D. Lipson

Name: Arthur D. Lipson
Title: Managing Member

WESTERN INVESTMENT TOTAL RETURN FUND LTD.

By: Western Investment LLC

**Investment Manager** 

By: /s/ Arthur D. Lipson

Name: Arthur D. Lipson
Title: Managing Member

/s/ Arthur D. Lipson

#### ARTHUR D. LIPSON

Individually and as Attorney-In-Fact for Gregory R. Dube, Richard A. Rappaport and Robert A. Wood

#### BENCHMARK PLUS PARTNERS, L.L.C.

By: Benchmark Plus Management, L.L.C.

Managing Member

By: /s/ Robert Ferguson

Name: Robert Ferguson
Title: Managing Member

By: /s/ Scott Franzblau

Name: Scott Franzblau
Title: Managing Member

BENCHMARK PLUS INSTITUTIONAL PARTNERS, L.L.C.

By: Benchmark Plus Management, L.L.C.

Managing Member

By: /s/ Robert Ferguson

Name: Robert Ferguson
Title: Managing Member

By: /s/ Scott Franzblau

Name: Scott Franzblau
Title: Managing Member

#### BENCHMARK PLUS MANAGEMENT, L.L.C.

By: /s/ Robert Ferguson

Name: Robert Ferguson
Title: Managing Member

By: /s/ Scott Franzblau

Name: Scott Franzblau
Title: Managing Member

/s/ Robert Ferguson ROBERT FERGUSON

/s/ Scott Franzblau SCOTT FRANZBLAU

SCHEDULE B

Transactions in the Shares Since the Filing of Amendment No. 4 to the Schedule 13D

Shares of Common Stock	Price Per
(Sold)	Share (\$)
WESTERN INIVESTMENT TOTAL DETIIDNEUM	
WESTERN INVESTMENT TOTAL RETURN FUNI	JLID.
(16,000)	12.8966
(12,000)	12.8949
(23,500)	12.8974
(4,279)	12.9221
(15,500)	12.9409
(14,500)	12.9510
(14,234)	13.0390
(19,800)	13.0393
(4,600)	13.0512
(23,400)	13.0460
(30,000)	12.9770
(4,600)	12.9763
(28,400)	12.9487
(43,300)	12.8382
(24,465)	12.8788
	(Sold)  WESTERN INVESTMENT TOTAL RETURN FUNI  (16,000) (12,000) (23,500) (4,279) (15,500) (14,500) (14,500) (14,234) (19,800) (4,600) (23,400) (30,000) (4,600) (28,400) (28,400) (43,300)