

APACHE CORP  
Form S-8 POS  
July 13, 2010

As filed with the Securities and Exchange Commission on July 13, 2010

Registration No. 333 - 105871

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Post-Effective Amendment No. 1**  
**to**  
**Form S-8**  
**REGISTRATION STATEMENT**  
**Under**  
**THE SECURITIES ACT OF 1933**

**Apache Corporation**  
(Exact name of registrant as specified in its charter)

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

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

**2000 Post Oak Boulevard, Suite 100, Houston, Texas 77056-4400**  
**(713) 296-6000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Apache Corporation**  
**2000 Share Appreciation Plan**  
(Full title of the Plan)

**P. Anthony Lannie, Executive Vice President and General Counsel**  
**APACHE CORPORATION**

**2000 Post Oak Boulevard, Suite 100, Houston, Texas 77056-4400**  
**(713) 296-6000**

(Name and address, including zip code, and telephone number, including area code, of agent for service)

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This amendment is filed by the registrant, Apache Corporation ( Apache ), to remove from registration under this Registration Statement certain shares of Apache Common Stock, par value \$0.625 per share ( Apache Common Stock ), and certain rights to purchase Common Stock ( Rights ).

A total of 8,085,000 shares of Common Stock and Rights (as adjusted for the two-for-one stock split effected by Apache on January 14, 2004) were initially registered in connection with the 2000 Share Appreciation Plan on Form S-8 filed with the Securities and Exchange Commission on June 30, 2003 (File No. 333-105871).

Apache is hereby removing from registration the remaining 4,894,328 shares of Common Stock and Rights previously registered in connection with the 2000 Share Appreciation Plan.

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**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Houston, State of Texas.

**APACHE CORPORATION**

Date: July 13, 2010

By: /s/ G. Steven Farris  
G. Steven Farris,  
Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities, which includes a majority of the board of directors, on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ G. Steven Farris G. Steven Farris	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	July 13, 2010
/s/ Roger B. Plank Roger B. Plank	President (Principal Financial Officer)	July 13, 2010
/s/ Rebecca A. Hoyt Rebecca A. Hoyt	Vice President and Controller (Principal Accounting Officer)	July 13, 2010

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
*	Director	July 13, 2010
Frederick M. Bohen		
*	Director	July 13, 2010
Randolph M. Ferlic		
*	Director	July 13, 2010
Eugene C. Fiedorek		
*	Director	July 13, 2010
A. D. Frazier, Jr.		
*	Director	July 13, 2010
Patricia Albjerg Graham		
*	Director	July 13, 2010
John A. Kocur		
*	Director	July 13, 2010
George D. Lawrence		
*	Director	July 13, 2010
F. H. Merelli		
*	Director	July 13, 2010
Rodman D. Patton		
*	Director	July 13, 2010
Charles J. Pitman		
* /s/ G. Steven Farris		
By:		
G. Steven Farris		
Attorney-in Fact		