

APACHE CORP  
Form S-8 POS  
July 13, 2010

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

Registration No. 333 - 125232

**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** **No. 41-0747868**  
**(State or other jurisdiction of incorporation or** **(I.R.S. Employer Identification Number)**  
**organization)**

**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  
2005 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 ).

A total of 3,500,000 shares of Common Stock were initially registered in connection with the 2005 Share Appreciation Plan on Form S-8 filed with the Securities and Exchange Commission on May 25, 2005 (File No. 333-125232).

Apache is hereby removing from registration 1,269,644 shares of Common Stock previously registered in connection with the 2005 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 | Chairman of the Board and<br>Chief Executive Officer |               |
| G. Steven Farris     | (Principal Executive Officer)                        | July 13, 2010 |
| /s/ Roger B. Plank   | President                                            |               |
| Roger B. Plank       | (Principal Financial Officer)                        | July 13, 2010 |
| /s/ Rebecca A. Hoyt  | Vice President and<br>Controller                     |               |
| Rebecca A. Hoyt      | (Principal Accounting Officer)                       | July 13, 2010 |

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

\* By: /s/ G. Steven Farris

G. Steven Farris  
Attorney-in Fact