

APACHE CORP  
Form S-8 POS  
July 19, 2010

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**As filed with the Securities and Exchange Commission on July 19, 2010**

**Registration No. 333 - 04059**

**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)**

**The Phoenix Resource Companies, Inc. 1990 Employee Stock Option Plan  
The Phoenix Resource Companies, Inc. 1990 Nonemployee Director Stock Option Plan  
The Phoenix Resource Companies, Inc. 1990 Nonemployee Director Compensation 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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SIGNATURES

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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 2,127,510 shares of Common Stock (as adjusted for the ten-percent stock dividend effected by Apache on January 21, 2002, the five-percent stock dividend effected by Apache on April 2, 2003, and the two-for-one stock split effected by Apache on January 14, 2004) were initially registered in connection with the Phoenix Resource Companies, Inc. 1990 Employee Stock Option Plan, the Phoenix Resource Companies, Inc. 1990 Nonemployee Director Stock Option Plan, and the Phoenix Resource Companies, Inc. 1990 Nonemployee Director Compensation Plan on Form S-8 filed with the Securities and Exchange Commission on May 20, 1996 (File No. 333-04059).

Apache is hereby removing from registration the remaining 527,156 shares of Common Stock previously registered in connection with the Phoenix Resource Companies, Inc. 1990 Employee Stock Option Plan, the Phoenix Resource Companies, Inc. 1990 Nonemployee Director Stock Option Plan, and the Phoenix Resource Companies, Inc. 1990 Nonemployee Director Compensation 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 16, 2010

By: /s/ G. Steven Farris

G. Steven Farris,  
Chairman of the Board and  
Chief Executive Officer

The undersigned directors and officers of Apache Corporation do hereby constitute and appoint G. Steven Farris, Roger B. Plank, P. Anthony Lannie, and Rebecca A. Hoyt, and each of them, with full power of substitution, our true and lawful attorneys-in-fact to sign and execute, on behalf of the undersigned, any and all post-effective amendments to this Registration Statement; and each of the undersigned does hereby ratify and confirm all that said attorneys-in-fact shall do or cause to be done by virtue hereof.

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                                |               |
| G. Steven Farris     | Chief Executive Officer<br>(Principal Executive Officer) | July 16, 2010 |
| /s/ Roger B. Plank   | President  |               |
| Roger B. Plank       | (Principal Financial Officer)                            | July 16, 2010 |
| /s/ Rebecca A. Hoyt  | Vice President and                                       |               |
| Rebecca A. Hoyt      | Controller<br>(Principal Accounting Officer)             | July 16, 2010 |

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| <b>Signature</b>            | <b>Title</b> | <b>Date</b>   |
|-----------------------------|--------------|---------------|
| /s/ Frederick M. Bohlen     | Director     |               |
| Frederick M. Bohlen         |              | July 16, 2010 |
| /s/ Randolph M. Ferlic      | Director     |               |
| Randolph M. Ferlic          |              | July 16, 2010 |
| /s/ Eugene C. Fiedorek      | Director     |               |
| Eugene C. Fiedorek          |              | July 16, 2010 |
| /s/ A. D. Frazier, Jr.      | Director     |               |
| A. D. Frazier, Jr.          |              | July 16, 2010 |
| /s/ Patricia Albjerg Graham | Director     |               |
| Patricia Albjerg Graham     |              | July 16, 2010 |
| /s/ John A. Kocur           | Director     |               |
| John A. Kocur               |              | July 16, 2010 |
| /s/ George D. Lawrence      | Director     |               |
| George D. Lawrence          |              | July 16, 2010 |
| /s/ F. H. Merelli           | Director     |               |
| F. H. Merelli               |              | July 16, 2010 |
| /s/ Rodman D. Patton        | Director     |               |
| Rodman D. Patton            |              | July 16, 2010 |
| /s/ Charles J. Pitman       | Director     |               |
| Charles J. Pitman           |              | July 16, 2010 |