

APACHE CORP  
Form S-8 POS  
November 15, 2012

As filed with the Securities and Exchange Commission on November 15, 2012

Registration No. 333 - 53961

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Post-Effective Amendment No. 2**

**to**

**Form S-8**

**REGISTRATION STATEMENT**

*Under*

*THE SECURITIES ACT OF 1933*

**Apache Corporation**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of  
incorporation or organization)

(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

1998 Stock Option 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 5,775,000 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 1998 Stock Option Plan on Form S-8 filed with the Securities and Exchange Commission on May 29, 1998 (File No. 333-53961).

By Post-Effective Amendment No.1 to Form S-8 filed with the Securities and Exchange Commission on July 13, 2010 (File No. 333-53961), Apache removed from registration 273,248 shares of Common Stock previously registered in connection with the 1998 Stock Option Plan.

As the 1998 Stock Option Plan has terminated, Apache is hereby removing from registration the remaining 2,803 shares of Common Stock previously registered in connection with the 1998 Stock Option 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. 2 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: November 15, 2012

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 date 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	
	(Principal Executive Officer)	Nov. 15, 2012
/s/ Thomas P. Chambers	Executive Vice President and	
Thomas P. Chambers	Chief Financial Officer	
	(Principal Financial Officer)	Nov. 15, 2012
/s/ Rebecca A. Hoyt	Vice President, Chief Accounting	
Rebecca A. Hoyt	Officer and Controller	
	(Principal Accounting Officer)	Nov. 15, 2012

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Randolph M. Ferlic	Director	
Randolph M. Ferlic		Nov. 15, 2012
/s/ Eugene C. Fiedorek	Director	
Eugene C. Fiedorek		Nov. 15, 2012
/s/ A. D. Frazier, Jr.	Director	
A. D. Frazier, Jr.		Nov. 15, 2012
/s/ Patricia Albjerg Graham	Director	
Patricia Albjerg Graham		Nov. 15, 2012
/s/ Scott D. Josey	Director	
Scott D. Josey		Nov. 15, 2012
/s/ Chansoo Joung	Director	
Chansoo Joung		Nov. 15, 2012
/s/ John A. Kocur	Director	
John A. Kocur		Nov. 15, 2012
/s/ George D. Lawrence	Director	
George D. Lawrence		Nov. 15, 2012
/s/ William C. Montgomery	Director	
William C. Montgomery		Nov. 15, 2012
/s/ Rodman D. Patton	Director	
Rodman D. Patton		Nov. 15, 2012
/s/ Charles J. Pitman	Director	
Charles J. Pitman		Nov. 15, 2012