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APACHE CORP
Form S-8 POS
March 11, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 11, 2003

REGISTRATION NO. 333-31092

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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)

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 DEFERRED DELIVERY PLAN
NON-QUALIFIED RETIREMENT/SAVINGS PLAN OF APACHE CORPORATION
(FULL TITLES OF THE PLAN)

ERIC L. HARRY
VICE PRESIDENT AND ASSOCIATE 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 \$1.25 per share, and certain associated Preferred Stock Purchase Rights ("Rights").

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Of the 1,100,000 shares of Apache Common Stock and Rights registered under this Registration Statement (a) 1,000,000 shares were authorized, from shares in Apache's treasury, for issuance under the terms of Apache's Deferred Delivery Plan and (b) 100,000 shares were authorized, from shares in Apache's treasury, for issuance under the terms of Apache's Non-Qualified Retirement/Savings Plan (the "NQ Plan"). After adjustment for Apache's ten-percent stock dividend, record date December 31, 2001, payment date January 21, 2002, such shares became (i) 1,100,000 shares for the Deferred Delivery Plan and (ii) 110,000 shares for the NQ Plan.

Apache hereby removes for registration 750,000 of the shares of Apache Common Stock authorized for the Deferred Delivery Plan.

This leaves a balance of 460,000 shares of Apache Common Stock and Rights registered under this Registration Statement, of which (a) 350,000 shares are authorized for the Deferred Delivery Plan and (b) 110,000 shares are authorized for the NQ Plan.

ITEM 8. EXHIBITS.

The following exhibits are filed herewith unless otherwise indicated:

EXHIBIT NUMBER	DESCRIPTION OF EXHIBIT
4.1	Restated Certificate of Incorporation of Apache Corporation (incorporated by reference to Exhibit 99.1 to Apache's Current Report on Form 8-K, dated December 17, 1999, Commission File No. 1-4300)
4.2	Bylaws of Apache Corporation, as amended May 2, 2002 (incorporated by reference to Exhibit 3.1 to Apache's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002, Commission File No. 1-4300)
4.3	Form of Apache's Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Apache's Annual Report on Form 10-K for the year ended December 31, 1995, Commission File No. 1-4300)
4.4	Rights Agreement, dated January 31, 1996, between Apache and Norwest Bank Minnesota, N.A., rights agent (incorporated by reference to Exhibit (a) to Apache's Registration Statement on Form 8-A, dated January 24, 1996, Commission File No. 1-4300)
*4.5	Apache Corporation Deferred Delivery Plan, as amended December 18, 2002, effective as of May 2, 2002.
4.6	Non-Qualified Retirement/Savings Plan of Apache Corporation, restated as of January 1, 1997, and amendments effective as of January 1, 1997, January 1, 1998 and January 1, 1999 (incorporated by reference to Exhibit 10.17 to Apache's Annual Report on Form 10-K for the year ended December 31, 1998, Commission File No. 1-4300)

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- **4.7 Amendment to the Non-Qualified Retirement/Savings Plan of Apache Corporation dated February 22, 2000, effective as of January 1, 1999; and Amendment to the Non-Qualified Retirement/Savings Plan of Apache Corporation, dated July 27, 2000.
- 4.8 Amendment to the Non-Qualified Retirement/Savings Plan of Apache Corporation, dated August 3, 2001, effective as of September 1, 2000 and July 1, 2001 (incorporated by reference to Exhibit 10.13 to Apache's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001, Commission File No. 1-4300).
- **5.1 Opinion of legal counsel regarding legality of securities being registered
- **23.1 Consent of Arthur Andersen LLP
- **23.2 Consent of Ryder Scott Petroleum Engineers
- **23.3 Consent of Netherland, Sewell & Associates, Inc.
- **23.4 Consent of legal counsel included in Exhibit 5.1
- **24.1 Power of Attorney was included as part of the signature pages of the Registration Statement.

 * Filed herewith
 ** Previously filed

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: March 11, 2003

By: /s/ G. Steven Farris

 G. Steven Farris,
 President, Chief Executive Officer and
 Chief Operating Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons, in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
-----	-----	----
/s/ G. Steven Farris	Director;	

G. Steven Farris	President, Chief Executive Officer	

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and Chief Operating Officer
(Principal Executive Officer)

March 11, 2003

/s/ Roger B. Plank*	Executive Vice President and

Roger B. Plank	Chief Financial Officer (Principal Financial Officer)
/s/ Thomas L. Mitchell*	Vice President and

Thomas L. Mitchell	Controller (Principal Accounting Officer)

SIGNATURE

TITLE

/s/ Raymond Plank*	Director and
-----	Chairman of the Board
Raymond Plank	
/s/ Frederick M. Bohen*	Director

Frederick M. Bohen	
/s/ Randolph M. Ferlic*	Director

Randolph M. Ferlic	
/s/ Eugene C. Fiedorek*	Director

Eugene C. Fiedorek	
/s/ A. D. Frazier, Jr.*	Director

A. D. Frazier, Jr.	
-----	Director
Patricia Albjerg Graham	
-----	Director
John A. Kocur	
/s/ George D. Lawrence*	Director

George D. Lawrence	
/s/ F. H. Merelli*	Director

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F. H. Merelli

/s/ Rodman D. Patton* Director

Rodman D. Patton

----- Director
Charles J. Pitman

----- Director
Jay A. Precourt

*By: /s/ G. Steven Farris March 11, 2003

G. Steven Farris
Attorney-in-Fact

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