

APACHE CORP  
Form POS AM  
November 15, 2010

As filed with the Securities and Exchange Commission on November 15, 2010

Registration No. 333-166964

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Post-Effective Amendment No. 1**  
**to**  
**Form S-4**  
**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)*

**1311**  
*(Primary Standard Industrial  
Classification Code Number)*

**41-0747868**  
*(I.R.S. Employer  
Identification Number)*

**One Post Oak Central**  
**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)*

**P. Anthony Lannie**  
**Executive Vice President and General Counsel**  
**Apache Corporation**  
**One Post Oak Central**  
**2000 Post Oak Boulevard, Suite 100**  
**Houston, Texas 77056-4400**  
**(713) 296-6000**  
*(Name, address, including zip code, and telephone number,  
including area code, of agent for service)*

**Approximate date of commencement of proposed sale of the securities to the public:** The registrant registered 17,595,425 of common stock, par value \$0.625 per share, including the associated preferred stock purchase rights, of the registrant in connection with the merger of Mariner Energy, Inc. with and into a wholly owned subsidiary of the registrant on November 10, 2010. The registrant is hereby amending this registration statement to deregister 318,424 shares of common stock of the registrant that will not be issued in the merger. Of the 318,424 shares that are being deregistered, 145,438 may be issued by the registrant upon the exercise of options assumed by the registrant in connection with the merger and have been included in the Form S-8 registration statement of the registrant filed with the Securities and Exchange Commission on November 10, 2010.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller  
reporting company)

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-4 (Registration No. 333-166964) shall hereafter become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933, as amended.

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**EXPLANATORY NOTE**

On May 19, 2010, Apache Corporation, a Delaware corporation ( Apache ), filed a Registration Statement on Form S-4 (File No. 333-166964) (as amended, the Registration Statement ) to register 17,595,425 shares of common stock, par value \$0.625 per share, of Apache, including the associated preferred stock purchase rights, to be issued pursuant to the Agreement and Plan of Merger dated April 14, 2010, as amended by Amendment No. 1 dated August 2, 2010 (the Merger Agreement ), by and among Apache, Apache Deepwater LLC (formerly known as ZMZ Acquisitions LLC), a Delaware limited liability company and a wholly owned subsidiary of Apache ( Apache Deepwater ) and Mariner Energy, Inc., a Delaware corporation ( Mariner ). On November 10, 2010, Mariner merged with and into Apache Deepwater, with Apache Deepwater surviving the merger as a wholly owned subsidiary of Apache (the Merger ).

Apache hereby amends the Registration Statement by filing this Post-Effective Amendment No. 1 to deregister 318,424 shares of Apache common stock that will not be issued in the Merger. Of the 318,424 shares of Apache that are being deregistered by this Post-Effective Amendment No. 1, 145,438 may be issued by Apache upon the exercise of options assumed by Apache in connection with the Merger and have been included in the Form S-8 registration statement of Apache filed with the Securities and Exchange Commission on November 10, 2010.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has caused this 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, 2010

By: /s/ Rebecca A. Hoyt  
 Rebecca A. Hoyt  
 Vice President and Controller

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated below.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
*  G. Steven Farris	Chairman of the Board and Chief Executive Officer  (Principal Executive Officer)	November 15, 2010
*  Roger B. Plank	President (Principal Financial Officer)	November 15, 2010
/s/ Rebecca A. Hoyt  Rebecca A. Hoyt	Vice President and Controller (Principal Accounting Officer)	November 15, 2010
*  Frederick M. Bohlen	Director	November 15, 2010
*  Randolph M. Ferlic	Director	November 15, 2010
*  Eugene C. Fiedorek	Director	November 15, 2010
*  A. D. Frazier, Jr.	Director	November 15, 2010
*  Patricia Albjerg Graham	Director	November 15, 2010

John A. Kocur

\*

Director

November 15, 2010

George D. Lawrence

\*

Director

November 15, 2010

F. H. Merelli

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
*	Director	November 15, 2010
Rodman D. Patton		
*	Director	November 15, 2010
Charles J. Pitman		

\*By: /s/ Rebecca A. Hoyt  
Rebecca A. Hoyt  
Attorney-in-Fact