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APACHE CORP  
Form S-3DPOS  
September 20, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 20, 2004

REGISTRATION NO. 33-53129

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SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

APACHE CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State of incorporation)

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 executive offices)

NO. 41-07  
(I.R.S. Em  
Identification

JEFFREY B  
2000 POST OAK BOULE  
HOUSTON, TEXAS  
(713) 296  
(Address, includin  
telephone number, inc  
of registrant's exe

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Approximate date of commencement of proposed sale to the public: Not applicable,  
securities are being withdrawn from registration.

If the only securities being registered on this form are being offered pursuant  
to dividend or interest reinvestment plans, please check the following box. [X]

If any of the securities being registered on this form are to be offered on a  
delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, other than securities offered only in connection with dividend or interest  
reinvestment plans, 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 of 1933, check the following box and

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list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. [ ]

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 ("Common Stock"), and certain rights to purchase Common Stock ("Rights").

An adjusted total of 346,500 shares of Common Stock and Rights were registered under this Registration Statement for use in connection with Apache's Dividend Reinvestment Plan. Such adjusted total consists of 150,000 shares of Common Stock and Rights initially registered and subsequently adjusted for (i) Apache's ten-percent stock dividend, record date December 31, 2001, distributed January 21, 2002, (ii) Apache's five-percent stock dividend, record date March 12, 2003, distributed April 2, 2003, and (iii) Apache's two-for-one stock split, record date December 31, 2003, distributed January 14, 2004.

By filing this amendment, Apache hereby removes from registration all of the remaining 86,782 shares of Common Stock and Rights for Apache's Dividend Reinvestment Plan, and this Registration Statement is hereby amended, as appropriate, to reflect this removal from registration.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all requirements for filing on Form S-3 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: September 20, 2004

By: /s/ G. Steven Farris

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

POWER OF ATTORNEY

The officers and directors of Apache Corporation, whose signatures appear below, hereby constitute and appoint G. Steven Farris, Roger B. Plank, and P. Anthony Lannie and each of them (with full power to each of them to act

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alone), our true and lawful attorneys-in-fact to sign and execute, on behalf of the undersigned, any and all amendments (including 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 thereof.

Pursuant to the requirements of the Securities Act of 1933, the 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 -----
<p>/s/ G. Steven Farris ----- G. Steven Farris</p>	<p>Director, President, Chief Executive Officer and Chief Operating Officer (Principal Executive Officer)</p>
<p>/s/ Roger B. Plank ----- Roger B. Plank</p>	<p>Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p>/s/ Thomas L. Mitchell ----- Thomas L. Mitchell</p>	<p>Vice President and Controller (Principal Accounting Officer)</p>

SIGNATURE -----	TITLE -----	DATE -----
<p>/s/ Raymond Plank ----- Raymond Plank</p>	<p>Director and Chairman of the Board</p>	<p>September</p>
<p>/s/ Frederick M. Bohen ----- Frederick M. Bohen</p>	<p>Director</p>	<p>September</p>
<p>/s/ Randolph M. Ferlic ----- Randolph M. Ferlic</p>	<p>Director</p>	<p>September</p>
<p>/s/ Eugene C. Fiedorek ----- Eugene C. Fiedorek</p>	<p>Director</p>	<p>September</p>

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/s/ A. D. Frazier, Jr. Director September  
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A. D. Frazier, Jr.

/s/ Patricia Albjerg Graham Director September  
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Patricia Albjerg Graham

/s/ John A. Kocur Director September  
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John A. Kocur

/s/ George D. Lawrence Director September  
-----  
George D. Lawrence

----- Director  
F.H. Merelli

/s/ Rodman D. Patton Director September  
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Rodman D. Patton

/s/ Charles J. Pitman Director September  
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Charles J. Pitman

/s/ Jay A. Precourt Director September  
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Jay A. Precourt