

APACHE CORP  
Form 10-K/A  
March 01, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

(Amendment No. 1)

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2011**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from                      to**

**Commission file number 1-4300**

**APACHE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of

**41-0747868**  
(I.R.S. Employer

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incorporation or organization)

Identification No.)

One Post Oak Central, 2000 Post Oak Boulevard, Suite 100, Houston, Texas 77056-4400

(Address of principal executive offices)

Registrant's telephone number, including area code (713) 296-6000

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class  | Name of each exchange on which registered                                  |
|--|--|
| Common Stock, \$0.625 par value  | New York Stock Exchange, Chicago Stock Exchange and NASDAQ National Market |
| Preferred Stock Purchase Rights  | New York Stock Exchange and Chicago Stock Exchange                         |
| Apache Finance Canada Corporation<br>7.75% Notes Due 2029<br>Irrevocably and Unconditionally<br>Guaranteed by Apache Corporation | New York Stock Exchange  |
| Depository Shares Representing a 1/20 <sup>th</sup>  | New York Stock Exchange  |
| Interest in a Share of 6.00% Mandatory   |  |
| Convertible Preferred Stock, Series D  |  |

Securities registered pursuant to Section 12(g) of the Act: Common Stock, \$0.625 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes  No

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|  |                   |
|--|-------------------|
| Aggregate market value of the voting and non-voting common equity held by non-affiliates of registrant as of June 30, 2011 | \$ 47,361,451,733 |
| Number of shares of registrant's common stock outstanding as of January 31, 2012   | 384,321,970       |

**Documents Incorporated By Reference**

Portions of registrant's proxy statement relating to registrant's 2012 annual meeting of stockholders have been incorporated by reference in Part II and Part III of this annual report on Form 10-K.

**Explanatory Note**

Apache Corporation ( Apache or the Company ) is filing this Amendment No. 1 on Form 10-K/A to its Annual Report on Form 10-K (this Amendment ) solely to amend the signature page and the related Exhibit 24.1, which were inadvertently omitted from the original Form 10-K filed on February 29, 2012 (the Original Form 10-K ). The original signature page was executed on February 28, 2011, and was in the Company s possession at the time of the filing. In addition, we are including in this Amendment currently dated certifications from our Chief Executive Officer and Chief Financial Officer as required by Section 302 of the Sarbanes-Oxley Act of 2002 in Exhibits 31.1 and 31.2. Except as described above, no attempt has been made in this Amendment to modify or update disclosures presented in the Original Form 10-K. This Amendment does not reflect events occurring after the filing of the Original Form 10-K or modify or update those disclosures. Accordingly, this Amendment should be read in conjunction with the Original Form 10-K and our filings with the SEC subsequent to the filing of the Original Form 10-K.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

APACHE CORPORATION

*/s/ G. Steven Farris*  
G. Steven Farris  
*Chairman of the Board and*  
*Chief Executive Officer*

Dated: February 28, 2012

**POWER OF ATTORNEY**

The officers and directors of Apache Corporation, whose signatures appear below, hereby constitute and appoint G. Steven Farris, Roger B. Plank, P. Anthony Lannie and Rebecca A. Hoyt, and each of them (with full power to each of them to act alone), the true and lawful attorney-in-fact to sign and execute, on behalf of the undersigned, any amendment(s) to this report and each of the undersigned does hereby ratify and confirm all that said attorneys shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| <b>Name</b>   | <b>Title</b>   | <b>Date</b>       |
|---|--|-------------------|
| <i>/s/ G. Steven Farris</i><br>G. Steven Farris     | Chairman of the Board and<br>Chief Executive Officer<br>(principal executive officer)    | February 28, 2012 |
| <i>/s/ Thomas P. Chambers</i><br>Thomas P. Chambers | Executive Vice President and<br>Chief Financial Officer<br>(principal financial officer) | February 28, 2012 |
| <i>/s/ Rebecca A. Hoyt</i><br>Rebecca A. Hoyt       | Vice President and<br>Chief Accounting Officer<br>(principal accounting officer)         | February 28, 2012 |

| Name   | Title    | Date              |
|--|----------|-------------------|
| /s/ Randolph M. Ferlic<br>Randolph M. Ferlic           | Director | February 28, 2012 |
| /s/ Eugene C. Fiedorek<br>Eugene C. Fiedorek           | Director | February 28, 2012 |
| /s/ A. D. Frazier, Jr.<br>A. D. Frazier, Jr.           | Director | February 28, 2012 |
| /s/ Patricia Albjerg Graham<br>Patricia Albjerg Graham | Director | February 28, 2012 |
| /s/ Scott D. Josey<br>Scott D. Josey                   | Director | February 28, 2012 |
| /s/ Chansoo Joung<br>Chansoo Joung                     | Director | February 28, 2012 |
| /s/ John A. Kocur<br>John A. Kocur                     | Director | February 28, 2012 |
| /s/ George D. Lawrence<br>George D. Lawrence           | Director | February 28, 2012 |
| /s/ William C. Montgomery<br>William C. Montgomery     | Director | February 28, 2012 |
| /s/ Rodman D. Patton<br>Rodman D. Patton               | Director | February 28, 2012 |
| /s/ Charles J. Pitman<br>Charles J. Pitman             | Director | February 28, 2012 |

Exhibits

**EXHIBIT**

| <b>NO.</b> | <b>DESCRIPTION</b>   |
|------------|--|
| *31.1      | Certification (pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act) by Principal Executive Officer. |
| *31.2      | Certification (pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act) by Principal Financial Officer. |

\* Filed herewith

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

APACHE CORPORATION

/s/ THOMAS P. CHAMBERS  
Thomas P. Chambers  
*Executive Vice President and Chief Financial Officer*  
*(principal financial officer)*

Dated: March 1, 2012



EXHIBIT INDEX

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