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APACHE CORP
Form 10-K/A
March 15, 2004

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

FORM 10-K/A

(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, 2003,
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
A DELAWARE CORPORATION IRS EMPLOYER NO. 41-0747868

ONE POST OAK CENTRAL
2000 POST OAK BOULEVARD, SUITE 100
HOUSTON, TEXAS 77056-4400
TELEPHONE NUMBER (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
Preferred Stock Purchase Rights	Chicago Stock Exchange
Apache Finance Canada Corporation	New York Stock Exchange
7.75% Notes Due 2029	Chicago Stock Exchange
Irrevocably and Unconditionally Guaranteed by Apache Corporation	New York Stock Exchange

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

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

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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 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 whether registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). ☒

Aggregate market value of the voting and non-voting common equity held by non-affiliates of registrant as of June 30, 2003.....	\$10,526,544,439
Number of shares of registrant's common stock outstanding as of February 29, 2004.....	325,035,928

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of registrant's proxy statement relating to registrant's 2004 annual meeting of stockholders have been incorporated by reference into Part III hereof.

EXPLANATORY NOTE

Amendment No. 1 to Apache Corporation's Form 10-K for the year ended December 31, 2003 is being filed to include three exhibits that were inadvertently omitted from the original 10-K filing submitted on March 12, 2003. Included in this filing is Part IV, the signature page, and the Exhibit Index. There have been no changes to the balance of the Form 10-K from the original filing.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) Documents included in this report:

1. Financial Statements

Report of management.....	F-1
Report of Independent Auditors.....	F-2
Report of independent public accountants.....	F-3
Statement of consolidated operations for each of the three years in the period ended December 31, 2003.....	F-4
Statement of consolidated cash flows for each of the three years in the period ended December 31, 2003.....	F-5
Consolidated balance sheet as of December 31, 2003 and 2002.....	F-6
Statement of consolidated shareholders' equity for each of the three years in the period ended December 31, 2003.....	F-7
Notes to consolidated financial statements.....	F-8

2. Financial Statement Schedules

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Financial statement schedules have been omitted because they are either not required, not applicable or the information required to be presented is included in the Company's financial statements and related notes.

3. Exhibits

EXHIBIT NO. -----	DESCRIPTION -----
2.1	-- Agreement and Plan of Merger among Registrant, YPY Acquisitions, Inc. and The Phoenix Resource Companies, Inc., dated March 27, 1996 (incorporated by reference to Exhibit 2.1 to Registrant's Registration Statement on Form S-4, Registration No. 333-02305, filed April 5, 1996).
2.2	-- Purchase and Sale Agreement by and between BP Exploration & Production Inc., as seller, and Registrant, as buyer, dated January 11, 2003 (incorporated by reference to Exhibit 2.1 to Registrant's Current Report on Form 8-K, dated and filed January 13, 2003, SEC File No. 1-4300).
2.3	-- Sale and Purchase Agreement by and between BP Exploration Operating Company Limited, as seller, and Apache North Sea Limited, as buyer, dated January 11, 2003 (incorporated by reference to Exhibit 2.2 to Registrant's Current Report on Form 8-K, dated and filed January 13, 2003, SEC File No. 1-4300).
**3.1	-- Restated Certificate of Incorporation of Registrant, dated February 11, 2004, as filed with the Secretary of State of Delaware on February 12, 2004.
**3.2	-- Bylaws of Registrant, as amended February 5, 2004.
4.1	-- Form of Certificate for Registrant's Common Stock (incorporated by reference to Exhibit 4.1 to Registrant's Annual Report on Form 10-K for year ended December 31, 1995, SEC File No. 1-4300).
4.2	-- Form of Certificate for Registrant's 5.68% Cumulative Preferred Stock, Series B (incorporated by reference to Exhibit 4.2 to Amendment No. 2 on Form 8-K/A to Registrant's Current Report on Form 8-K, dated and filed April 18, 1998, SEC File No. 1-4300).

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EXHIBIT NO. -----	DESCRIPTION -----
4.3	-- Form of Certificate for Registrant's Automatically Convertible Equity Securities, Conversion Preferred Stock, Series C (incorporated by reference to Exhibit 99.8 to Amendment No. 1 on Form 8-K/A to Registrant's Current Report on Form 8-K, dated and filed April 29, 1999, SEC File No. 1-4300).
4.4	-- Rights Agreement, dated January 31, 1996, between Registrant

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- and Norwest Bank Minnesota, N.A., rights agent, relating to the declaration of a rights dividend to Registrant's common shareholders of record on January 31, 1996 (incorporated by reference to Exhibit (a) to Registrant's Registration Statement on Form 8-A, dated January 24, 1996, SEC File No. 1-4300).
- 10.1 -- Credit Agreement, dated June 12, 1997, among Registrant, the lenders named therein, Morgan Guaranty Trust Company, as Global Documentation Agent and U.S. Syndication Agent, The First National Bank of Chicago, as U.S. Documentation Agent, NationsBank of Texas, N.A., as Co-Agent, Union Bank of Switzerland, Houston Agency, as Co-Agent, and The Chase Manhattan Bank, as Global Administrative Agent (incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K, dated June 13, 1997, filed June 25, 1997, SEC File No. 1-4300).
- 10.2 -- Form of Credit Agreement, dated as of June 3, 2002, among Registrant, the Lenders named therein, JPMorgan Chase Bank, as Global Administrative Agent, Bank of America, N.A., as Global Syndication Agent, Citibank, N.A., as Global Documentation Agent, Bank of America, N.A. and Wachovia Bank, National Association, as U.S. Co-Syndication Agents, and Citibank, N.A. and Union Bank of California, N.A., as U.S. Co-Documentation Agents (excluding exhibits and schedules) (incorporated by reference to Exhibit 10.2 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, SEC File No. 1-4300).
- 10.3 -- Form of 364-Day Credit Agreement, dated as of June 3, 2002, among Registrant, the Lenders named therein, JPMorgan Chase Bank, as Global Administrative Agent, Bank of America, N.A., as Global Syndication Agent, Citibank, N.A., as Global Documentation Agent, Bank of America, N.A. and BNP Paribas, as 364-Day Co-Syndication Agents, and Deutsche Bank AG, New York Branch, and Societe Generale, as 364-Day Co-Documentation Agents (excluding exhibits and schedules) (incorporated by reference to Exhibit 10.3 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, SEC File No. 1-4300).
- 10.4 -- Credit Agreement, dated June 12, 1997, among Apache Canada Ltd., a wholly-owned subsidiary of the Registrant, the Lenders named therein, Morgan Guaranty Trust Company, as Global Documentation Agent, Royal Bank of Canada, as Canadian Documentation Agent, The Chase Manhattan Bank of Canada, as Canadian Syndication Agent, Bank of Montreal, as Canadian Administrative Agent, and The Chase Manhattan Bank, as Global Administrative Agent (incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K, dated June 13, 1997, filed June 25, 1997, SEC File No. 1-4300).
- 10.5 -- Form of Credit Agreement, dated as of June 3, 2002, among Apache Canada Ltd, a wholly-owned subsidiary of Registrant, the Lenders named therein, JPMorgan Chase Bank, as Global Administrative Agent, Bank of America, N.A., as Global Syndication Agent, Citibank, N.A., as Global Documentation Agent, Royal Bank of Canada, as Canadian Administrative Agent, The Bank of Nova Scotia and The Toronto-Dominion Bank, as Canadian Co-Syndication Agents, and BNP Paribas (Canada) and Bayerische Landesbank Girozentrale, as Canadian Co-Documentation Agents (excluding exhibits and schedules) (incorporated by reference to Exhibit 10.4 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, SEC File No. 1-4300).

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EXHIBIT NO. -----		DESCRIPTION -----
10.6	--	Credit Agreement, dated June 12, 1997, among Apache Energy Limited and Apache Oil Australia Pty Limited, wholly-owned subsidiaries of the Registrant, the Lenders named therein, Morgan Guaranty Trust Company, as Global Documentation Agent, Bank of America National Trust and Savings Association, Sydney Branch, as Australian Documentation Agent, The Chase Manhattan Bank, as Australian Syndication Agent, Citisecurities Limited, as Australian Administrative Agent, and The Chase Manhattan Bank, as Global Administrative Agent (incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K, dated June 13, 1997, filed June 25, 1997, SEC File No. 1-4300).
10.7	--	Form of Credit Agreement, dated as of June 3, 2002, among Apache Energy Limited, a wholly-owned subsidiary of Registrant, the Lenders named therein, JPMorgan Chase Bank, as Global Administrative Agent, Bank of America, N.A., as Global Syndication Agent, Citibank, N.A., as Global Documentation Agent, Citisecurities Limited, as Australian Administrative Agent, Bank of America, N.A., Sydney Branch, and Deutsche Bank AG, Sydney Branch, as Australian Co-Syndication Agents, and Royal Bank of Canada and Bank One, NA, Australia Branch, as Australian Co-Docummentation Agents (excluding exhibits and schedules) (incorporated by reference to Exhibit 10.5 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, SEC File No. 1-4300).
10.8	--	Concession Agreement for Petroleum Exploration and Exploitation in the Khalda Area in Western Desert of Egypt by and among Arab Republic of Egypt, the Egyptian General Petroleum Corporation and Phoenix Resources Company of Egypt, dated April 6, 1981 (incorporated by reference to Exhibit 19(g) to Phoenix's Annual Report on Form 10-K for year ended December 31, 1984, SEC File No. 1-547).
10.9	--	Amendment, dated July 10, 1989, to Concession Agreement for Petroleum Exploration and Exploitation in the Khalda Area in Western Desert of Egypt by and among Arab Republic of Egypt, the Egyptian General Petroleum Corporation and Phoenix Resources Company of Egypt incorporated by reference to Exhibit 10(d)(4) to Phoenix's Quarterly Report on Form 10-Q for quarter ended June 30, 1989, SEC File No. 1-547).
10.10	--	Farmout Agreement, dated September 13, 1985 and relating to the Khalda Area Concession, by and between Phoenix Resources Company of Egypt and Conoco Khalda Inc. (incorporated by reference to Exhibit 10.1 to Phoenix's Registration Statement on Form S-1, Registration No. 33-1069, filed October 23, 1985).
10.11	--	Amendment, dated March 30, 1989, to Farmout Agreement relating to the Khalda Area Concession, by and between Phoenix Resources Company of Egypt and Conoco Khalda Inc. (incorporated by reference to Exhibit 10(d)(5) to Phoenix's Quarterly Report on Form 10-Q for quarter ended June 30,

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- 1989, SEC File No. 1-547).
- 10.12 -- Amendment, dated May 21, 1995, to Concession Agreement for Petroleum Exploration and Exploitation in the Khalda Area in Western Desert of Egypt between Arab Republic of Egypt, the Egyptian General Petroleum Corporation, Repsol Exploracion Egipto S.A., Phoenix Resources Company of Egypt and Samsung Corporation (incorporated by reference to Exhibit 10.12 to Registrant's Annual Report on Form 10-K for year ended December 31, 1997, SEC File No. 1-4300).
- 10.13 -- Concession Agreement for Petroleum Exploration and Exploitation in the Qarun Area in Western Desert of Egypt, between Arab Republic of Egypt, the Egyptian General Petroleum Corporation, Phoenix Resources Company of Qarun and Apache Oil Egypt, Inc., dated May 17, 1993 (incorporated by reference to Exhibit 10(b) to Phoenix's Annual Report on Form 10-K for year ended December 31, 1993, SEC File No. 1-547).

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EXHIBIT NO. -----	DESCRIPTION -----
10.14 --	Agreement for Amending the Gas Pricing Provisions under the Concession Agreement for Petroleum Exploration and Exploitation in the Qarun Area, effective June 16, 1994 (incorporated by reference to Exhibit 10.18 to Registrant's Annual Report on Form 10-K for year ended December 31, 1996, SEC File No. 1-4300).
+10.15 --	Apache Corporation Corporate Incentive Compensation Plan A (Senior Officers' Plan), dated July 16, 1998 (incorporated by reference to Exhibit 10.13 to Registrant's Annual Report on Form 10-K for year ended December 31, 1998, SEC File No. 1-4300).
+10.16 --	Apache Corporation Corporate Incentive Compensation Plan B (Strategic Objectives Format), dated July 16, 1998 (incorporated by reference to Exhibit 10.14 to Registrant's Annual Report on Form 10-K for year ended December 31, 1998, SEC File No. 1-4300).
+10.17 --	Apache Corporation 401(k) Savings Plan, dated August 1, 2002 (incorporated by reference to Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002, SEC File No. 1-4300).
+10.18 --	Amendment to Apache Corporation 401(k) Savings Plan, dated January 27, 2003, effective January 1, 2003 (incorporated by reference to Exhibit 10.18 to Registrant's Annual Report on Form 10-K, as amended by Form 10-K/A, for year ended December 31, 2002, SEC File No. 1-4300).
+10.19 --	Apache Corporation Money Purchase Retirement Plan, dated August 1, 2002 (incorporated by reference to Exhibit 10.2 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002, SEC File No. 1-4300).
+10.20 --	Amendment to Apache Corporation Money Purchase Retirement Plan, dated January 27, 2003, effective January 1, 2003 (incorporated by reference to Exhibit 10.20 to Registrant's Annual Report on Form 10-K for year ended December 31, 2002, SEC File No. 1-4300).

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+10.21	--	Non-Qualified Retirement/Savings Plan of Apache Corporation, restated January 1, 1997, and amendments effective January 1, 1997, January 1, 1998 and January 1, 1999 (incorporated by reference to Exhibit 10.17 to Registrant's Annual Report on Form 10-K for year ended December 31, 1998, SEC File No. 1-4300).
+10.22	--	Amendment to Non-Qualified Retirement/Savings Plan of Apache Corporation, dated February 22, 2000, effective January 1, 1999 (incorporated by reference to Exhibit 4.7 to Registrant's Registration Statement on Form S-8, Registration No. 333-31092, filed February 25, 2000); and Amendment dated July 27, 2000 (incorporated by reference to Exhibit 4.8 to Amendment No. 1 to Registrant's Registration Statement on Form S-8, Registration No. 333-31092, filed August 18, 2000).
+10.23	--	Amendment to Non-Qualified Retirement/Savings Plan of Apache Corporation, dated August 3, 2001, effective September 1, 2000 and July 1, 2001 (incorporated by reference to Exhibit 10.13 to Registrant's Quarterly Report on Form 10-Q, as amended by Form 10-Q/A, for the quarter ended June 30, 2001, SEC File No. 1-4300).
+*10.24	--	Amendment to Non-Qualified Retirement/Savings Plan of Apache Corporation, dated December 18, 2003, effective January 1, 2004.
+10.25	--	Apache Corporation 1990 Stock Incentive Plan, as amended and restated September 13, 2001 (incorporated by reference to Exhibit 10.01 to Registrant's Quarterly Report on Form 10-Q, as amended by Form 10-Q/A, for the quarter ended September 30, 2001, SEC File No. 1-4300).
+10.26	--	Apache Corporation 1995 Stock Option Plan, as amended and restated September 13, 2001 (incorporated by reference to Exhibit 10.02 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001, as amended by Form 10-Q/A, SEC File No. 1-4300).
+*10.27	--	Apache Corporation 2000 Share Appreciation Plan, as amended and restated February 5, 2004.

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EXHIBIT NO. -----	DESCRIPTION -----	
+10.28	--	Apache Corporation 1996 Performance Stock Option Plan, as amended and restated September 13, 2001 (incorporated by reference to Exhibit 10.03 to Registrant's Quarterly Report on Form 10-Q, as amended by Form 10-Q/A, for the quarter ended September 30, 2001, SEC File No. 1-4300).
+10.29	--	Apache Corporation 1998 Stock Option Plan, as amended and restated September 13, 2001 (incorporated by reference to Exhibit 10.04 to Registrant's Quarterly Report on Form 10-Q, as amended by Form 10-Q/A, for the quarter ended September 30, 2001, SEC File No. 1-4300).
+10.30	--	Apache Corporation 2000 Stock Option Plan, as amended and restated March 5, 2003 (incorporated by reference to Exhibit 4.5 to Registrant's Registration Statement on Form S-8, Registration No. 333-103758, filed March 12, 2003).

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+*10.31	--	Apache Corporation 2003 Stock Appreciation Rights Plan, dated and effective May 1, 2003.
+10.32	--	1990 Employee Stock Option Plan of The Phoenix Resource Companies, Inc., as amended through September 29, 1995, effective April 9, 1990 (incorporated by reference to Exhibit 10.33 to Registrant's Annual Report on Form 10-K for year ended December 31, 1996, SEC File No. 1-4300).
+10.33	--	Apache Corporation Income Continuance Plan, as amended and restated May 3, 2001 (incorporated by reference to Exhibit 10.30 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2001, SEC File No. 1-4300).
+10.34	--	Apache Corporation Deferred Delivery Plan, as amended and restated December 18, 2002, effective May 2, 2002 (incorporated by reference to Exhibit 4.5 to Post-Effective Amendment No. 2 to Registrant's Registration Statement on Form S-8, Registration No. 333-31092, filed March 11, 2003).
+10.35	--	Apache Corporation Executive Restricted Stock Plan, as amended and restated December 18, 2002, effective May 2, 2002 (incorporated by reference to Exhibit 4.5 to Post Effective Amendment No. 1 to Registrant's Registration Statement on Form S-8, Registration No. 333-97403, filed December 30, 2002).
+10.36	--	Apache Corporation Non-Employee Directors' Compensation Plan, as amended and restated May 1, 2003, effective July 1, 2003 (incorporated by reference to Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q, as amended by Form 10-Q/A, for the quarter ended June 30, 2003, SEC File No. 1-4300).
+10.37	--	Apache Corporation Outside Directors' Retirement Plan, as amended and restated May 3, 2001 (incorporated by reference to Exhibit 10.08 to Registrant's Quarterly Report on Form 10-Q, as amended by Form 10-Q/A, for the quarter ended June 30, 2001, SEC File No. 1-4300).
**+10.38	--	Apache Corporation Equity Compensation Plan for Non-Employee Directors, as amended and restated February 5, 2004.
+10.39	--	Amended and Restated Employment Agreement, dated December 5, 1990, between Registrant and Raymond Plank (incorporated by reference to Exhibit 10.39 to Registrant's Annual Report on Form 10-K for year ended December 31, 1996, SEC File No. 1-4300).
+10.40	--	First Amendment, dated April 4, 1996, to Restated Employment Agreement between Registrant and Raymond Plank (incorporated by reference to Exhibit 10.40 to Registrant's Annual Report on Form 10-K for year ended December 31, 1996, SEC File No. 1-4300).
+10.41	--	Amended and Restated Employment Agreement, dated December 20, 1990, between Registrant and John A. Kocur (incorporated by reference to Exhibit 10.10 to Registrant's Annual Report on Form 10-K for year ended December 31, 1990, SEC File No. 1-4300).

EXHIBIT
NO.

DESCRIPTION

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+10.42	--	Employment Agreement, dated June 6, 1988, between Registrant and G. Steven Farris (incorporated by reference to Exhibit 10.6 to Registrant's Annual Report on Form 10-K for year ended December 31, 1989, SEC File No. 1-4300).
+10.43	--	Amended and Restated Conditional Stock Grant Agreement, dated June 6, 2001, between Registrant and G. Steven Farris (incorporated by reference to Exhibit 10.10 to Registrant's Quarterly Report on Form 10-Q, as amended by Form 10-Q/A, for the quarter ended June 30, 2001, SEC File No. 1-4300).
10.44	--	Amended and Restated Gas Purchase Agreement, effective July 1, 1998, by and among Registrant and MW Petroleum Corporation, as seller, and Producers Energy Marketing, LLC, as buyer (incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K, dated June 18, 1998, filed June 23, 1998, SEC File No. 1-4300).
10.45	--	Deed of Guaranty and Indemnity, dated January 11, 2003, made by Registrant in favor of BP Exploration Operating Company Limited (incorporated by reference to Registrant's Current Report on Form 8-K, dated and filed January 13, 2003, SEC File No. 1-4300).
**12.1	--	Statement of Computation of Ratios of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividends
**14.1	--	Code of Business Conduct
**21.1	--	Subsidiaries of Registrant
**23.1	--	Consent of Ernst & Young LLP
**23.2	--	Consent of Ryder Scott Company L.P., Petroleum Consultants
**24.1	--	Power of Attorney (included as a part of the signature pages to this report)
**31.1	--	Certification of Chief Executive Officer
**31.2	--	Certification of Chief Financial Officer
**32.1	--	Certification of Chief Executive Officer and Chief Financial Officer

* Filed herewith.

** Previously filed

+ Management contracts or compensatory plans or arrangements required to be filed herewith pursuant to Item 15 hereof.

NOTE: Debt instruments of the Registrant defining the rights of long-term debt holders in principal amounts not exceeding 10 percent of the Registrant's consolidated assets have been omitted and will be provided to the Commission upon request.

(b) Reports filed on Form 8-K

The following current reports on Form 8-K were filed by the Company during the fiscal quarter ended December 31, 2003:

Item 5 -- Other Events -- dated December 18, 2003, filed December 22, 2003

On December 18, 2003, Apache announced that (i) the holders of its common stock approved a proposal to increase the number of authorized common shares to 430 million from 215 million in order to complete the previously announced

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two-for-one stock split and (ii) the record date for the stock split was December 31, 2003, with the additional shares distributed January 14, 2004.

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SIGNATURES

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

APACHE CORPORATION

/s/ G. STEVEN FARRIS*

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

Dated: March 15, 2004

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

NAME ----	TITLE -----	D ---
/s/ G. STEVEN FARRIS* ----- G. Steven Farris	Director, President, Chief Executive Officer and Chief Operating Officer (Principal Executive Officer)	March
/s/ ROGER B. PLANK* ----- Roger B. Plank	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March
/s/ THOMAS L. MITCHELL* ----- Thomas L. Mitchell	Vice President and Controller (Principal Accounting Officer)	March
/s/ RAYMOND PLANK* ----- Raymond Plank	Chairman of the Board	March
/s/ FREDERICK M. BOHEN* ----- Frederick M. Bohen	Director	March

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/s/ RANDOLPH M. FERLIC*	Director	March

Randolph M. Ferlic		
/s/ EUGENE C. FIEDOREK*	Director	March

Eugene C. Fiedorek		
/s/ A. D. FRAZIER, JR.*	Director	March

A. D. Frazier, Jr.		

NAME	TITLE	D
----	-----	---
/s/ PATRICIA ALBJERG GRAHAM*	Director	March

Patricia Albjerg Graham		
/s/ JOHN A. KOCUR*	Director	March

John A. Kocur		
/s/ GEORGE D. LAWRENCE*	Director	March

George D. Lawrence		
/s/ F. H. MERELLI*	Director	March

F. H. Merelli		
/s/ RODMAN D. PATTON*	Director	March

Rodman D. Patton		
/s/ CHARLES J. PITMAN*	Director	March

Charles J. Pitman		
/s/ JAY A. PRECOURT*	Director	March

Jay A. Precourt		

*By:/s/ P. ANTHONY LANNIE	March

P. Anthony Lannie	
Attorney-in-Fact	

INDEX TO EXHIBITS

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2.3	--	Sale and Purchase Agreement by and between BP Exploration Operating Company Limited, as seller, and Apache North Sea Limited, as buyer, dated January 11, 2003 (incorporated by reference to Exhibit 2.2 to Registrant's Current Report on Form 8-K, dated and filed January 13, 2003, SEC File No. 1-4300).
**3.1	--	Restated Certificate of Incorporation of Registrant, dated February 11, 2004, as filed with the Secretary of State of Delaware on February 12, 2004.
**3.2	--	Bylaws of Registrant, as amended February 5, 2004.
4.1	--	Form of Certificate for Registrant's Common Stock (incorporated by reference to Exhibit 4.1 to Registrant's Annual Report on Form 10-K for year ended December 31, 1995, SEC File No. 1-4300).
4.2	--	Form of Certificate for Registrant's 5.68% Cumulative Preferred Stock, Series B (incorporated by reference to Exhibit 4.2 to Amendment No. 2 on Form 8-K/A to Registrant's Current Report on Form 8-K, dated and filed April 18, 1998, SEC File No. 1-4300).
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4.4	--	Rights Agreement, dated January 31, 1996, between Registrant and Norwest Bank Minnesota, N.A., rights agent, relating to the declaration of a rights dividend to Registrant's common shareholders of record on January 31, 1996 (incorporated by reference to Exhibit (a) to Registrant's Registration Statement on Form 8-A, dated January 24, 1996, SEC File No. 1-4300).
10.1	--	Credit Agreement, dated June 12, 1997, among Registrant, the lenders named therein, Morgan Guaranty Trust Company, as Global Documentation Agent and U.S. Syndication Agent, The First National Bank of Chicago, as U.S. Documentation Agent, NationsBank of Texas, N.A., as Co-Agent, Union Bank of Switzerland, Houston Agency, as Co-Agent, and The Chase Manhattan Bank, as Global Administrative Agent (incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K, dated June 13, 1997, filed June 25, 1997, SEC File No. 1-4300).
10.2	--	Form of Credit Agreement, dated as of June 3, 2002, among Registrant, the Lenders named therein, JPMorgan Chase Bank, as Global Administrative Agent, Bank of America, N.A., as

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Global Syndication Agent, Citibank, N.A., as Global Documentation Agent, Bank of America, N.A. and Wachovia Bank, National Association, as U.S. Co-Syndication Agents, and Citibank, N.A. and Union Bank of California, N.A., as U.S. Co-Documentation Agents (excluding exhibits and schedules) (incorporated by reference to Exhibit 10.2 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, SEC File No. 1-4300).

EXHIBIT NO. -----	DESCRIPTION -----
10.3 --	Form of 364-Day Credit Agreement, dated as of June 3, 2002, among Registrant, the Lenders named therein, JPMorgan Chase Bank, as Global Administrative Agent, Bank of America, N.A., as Global Syndication Agent, Citibank, N.A., as Global Documentation Agent, Bank of America, N.A. and BNP Paribas, as 364-Day Co-Syndication Agents, and Deutsche Bank AG, New York Branch, and Societe Generale, as 364-Day Co-Documentation Agents (excluding exhibits and schedules) (incorporated by reference to Exhibit 10.3 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, SEC File No. 1-4300).
10.4 --	Credit Agreement, dated June 12, 1997, among Apache Canada Ltd., a wholly-owned subsidiary of the Registrant, the Lenders named therein, Morgan Guaranty Trust Company, as Global Documentation Agent, Royal Bank of Canada, as Canadian Documentation Agent, The Chase Manhattan Bank of Canada, as Canadian Syndication Agent, Bank of Montreal, as Canadian Administrative Agent, and The Chase Manhattan Bank, as Global Administrative Agent (incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K, dated June 13, 1997, filed June 25, 1997, SEC File No. 1-4300).
10.5 --	Form of Credit Agreement, dated as of June 3, 2002, among Apache Canada Ltd, a wholly-owned subsidiary of Registrant, the Lenders named therein, JPMorgan Chase Bank, as Global Administrative Agent, Bank of America, N.A., as Global Syndication Agent, Citibank, N.A., as Global Documentation Agent, Royal Bank of Canada, as Canadian Administrative Agent, The Bank of Nova Scotia and The Toronto-Dominion Bank, as Canadian Co-Syndication Agents, and BNP Paribas (Canada) and Bayerische Landesbank Girozentrale, as Canadian Co-Documentation Agents (excluding exhibits and schedules) (incorporated by reference to Exhibit 10.4 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, SEC File No. 1-4300).
10.6 --	Credit Agreement, dated June 12, 1997, among Apache Energy Limited and Apache Oil Australia Pty Limited, wholly-owned subsidiaries of the Registrant, the Lenders named therein, Morgan Guaranty Trust Company, as Global Documentation Agent, Bank of America National Trust and Savings Association, Sydney Branch, as Australian Documentation Agent, The Chase Manhattan Bank, as Australian Syndication Agent, Citisecurities Limited, as Australian Administrative Agent, and The Chase Manhattan Bank, as Global

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- Administrative Agent (incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K, dated June 13, 1997, filed June 25, 1997, SEC File No. 1-4300).
- 10.7 -- Form of Credit Agreement, dated as of June 3, 2002, among Apache Energy Limited, a wholly-owned subsidiary of Registrant, the Lenders named therein, JPMorgan Chase Bank, as Global Administrative Agent, Bank of America, N.A., as Global Syndication Agent, Citibank, N.A., as Global Documentation Agent, Citisecurities Limited, as Australian Administrative Agent, Bank of America, N.A., Sydney Branch, and Deutsche Bank AG, Sydney Branch, as Australian Co-Syndication Agents, and Royal Bank of Canada and Bank One, NA, Australia Branch, as Australian Co-Documentation Agents (excluding exhibits and schedules) (incorporated by reference to Exhibit 10.5 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, SEC File No. 1-4300).
- 10.8 -- Concession Agreement for Petroleum Exploration and Exploitation in the Khalda Area in Western Desert of Egypt by and among Arab Republic of Egypt, the Egyptian General Petroleum Corporation and Phoenix Resources Company of Egypt, dated April 6, 1981 (incorporated by reference to Exhibit 19(g) to Phoenix's Annual Report on Form 10-K for year ended December 31, 1984, SEC File No. 1-547).
- 10.9 -- Amendment, dated July 10, 1989, to Concession Agreement for Petroleum Exploration and Exploitation in the Khalda Area in Western Desert of Egypt by and among Arab Republic of Egypt, the Egyptian General Petroleum Corporation and Phoenix Resources Company of Egypt incorporated by reference to Exhibit 10(d)(4) to Phoenix's Quarterly Report on Form 10-Q for quarter ended June 30, 1989, SEC File No. 1-547).

EXHIBIT NO.

DESCRIPTION

- 10.10 -- Farmout Agreement, dated September 13, 1985 and relating to the Khalda Area Concession, by and between Phoenix Resources Company of Egypt and Conoco Khalda Inc. (incorporated by reference to Exhibit 10.1 to Phoenix's Registration Statement on Form S-1, Registration No. 33-1069, filed October 23, 1985).
- 10.11 -- Amendment, dated March 30, 1989, to Farmout Agreement relating to the Khalda Area Concession, by and between Phoenix Resources Company of Egypt and Conoco Khalda Inc. (incorporated by reference to Exhibit 10(d)(5) to Phoenix's Quarterly Report on Form 10-Q for quarter ended June 30, 1989, SEC File No. 1-547).
- 10.12 -- Amendment, dated May 21, 1995, to Concession Agreement for Petroleum Exploration and Exploitation in the Khalda Area in Western Desert of Egypt between Arab Republic of Egypt, the Egyptian General Petroleum Corporation, Repsol Exploracion Egipto S.A., Phoenix Resources Company of Egypt and Samsung Corporation (incorporated by reference to exhibit 10.12 to Registrant's Annual Report on Form 10-K for year ended December 31, 1997, SEC File No. 1-4300).
- 10.13 -- Concession Agreement for Petroleum Exploration and Exploitation in the Qarun Area in Western Desert of Egypt,

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between Arab Republic of Egypt, the Egyptian General Petroleum Corporation, Phoenix Resources Company of Qarun and Apache Oil Egypt, Inc., dated May 17, 1993 (incorporated by reference to Exhibit 10(b) to Phoenix's Annual Report on Form 10-K for year ended December 31, 1993, SEC File No. 1-547).

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| 10.14 | -- | Agreement for Amending the Gas Pricing Provisions under the Concession Agreement for Petroleum Exploration and Exploitation in the Qarun Area, effective June 16, 1994 (incorporated by reference to Exhibit 10.18 to Registrant's Annual Report on Form 10-K for year ended December 31, 1996, SEC File No. 1-4300). |
| +10.15 | -- | Apache Corporation Corporate Incentive Compensation Plan A (Senior Officers' Plan), dated July 16, 1998 (incorporated by reference to Exhibit 10.13 to Registrant's Annual Report on Form 10-K for year ended December 31, 1998, SEC File No. 1-4300). |
| +10.16 | -- | Apache Corporation Corporate Incentive Compensation Plan B (Strategic Objectives Format), dated July 16, 1998 (incorporated by reference to Exhibit 10.14 to Registrant's Annual Report on Form 10-K for year ended December 31, 1998, SEC File No. 1-4300). |
| +10.17 | -- | Apache Corporation 401(k) Savings Plan, dated August 1, 2002 (incorporated by reference to Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002, SEC File No. 1-4300). |
| +10.18 | -- | Amendment to Apache Corporation 401(k) Savings Plan, dated January 27, 2003, effective January 1, 2003 (incorporated by reference to Exhibit 10.18 to Registrant's Annual Report on Form 10-K, as amended by Form 10-K/A, for year ended December 31, 2002, SEC File No. 1-4300). |
| +10.19 | -- | Apache Corporation Money Purchase Retirement Plan, dated August 1, 2002 (incorporated by reference to Exhibit 10.2 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002, SEC File No. 1-4300). |
| +10.20 | -- | Amendment to Apache Corporation Money Purchase Retirement Plan, dated January 27, 2003, effective January 1, 2003 (incorporated by reference to Exhibit 10.20 to Registrant's Annual Report on Form 10-K for year ended December 31, 2002, SEC File No. 1-4300). |
| +10.21 | -- | Non-Qualified Retirement/Savings Plan of Apache Corporation, restated January 1, 1997, and amendments effective January 1, 1997, January 1, 1998 and January 1, 1999 (incorporated by reference to Exhibit 10.17 to Registrant's Annual Report on Form 10-K for year ended December 31, 1998, SEC File No. 1-4300). |

EXHIBIT
NO.

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| +10.22 | -- | Amendment to Non-Qualified Retirement/Savings Plan of Apache Corporation, dated February 22, 2000, effective January 1, 1999 (incorporated by reference to Exhibit 4.7 to Registrant's Registration Statement on Form S-8, Registration No. 333-31092, filed February 25, 2000); and Amendment dated July 27, 2000 (incorporated by reference to Exhibit 4.8 to Amendment No. 1 to Registrant's Registration |
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Statement on Form S-8, Registration No. 333-31092, filed August 18, 2000).

+10.23 -- Amendment to Non-Qualified Retirement/Savings Plan of Apache Corporation, dated August 3, 2001, effective September 1, 2000 and July 1, 2001 (incorporated by reference to Exhibit 10.13 to Registrant's Quarterly Report on Form 10-Q, as amended by Form 10-Q/A, for the quarter ended June 30, 2001, SEC File No. 1-4300).

+*10.24 -- Amendment to Non-Qualified Retirement/Savings Plan of Apache Corporation, dated December 18, 2003, effective January 1, 2004.

+10.25 -- Apache Corporation 1990 Stock Incentive Plan, as amended and restated September 13, 2001 (incorporated by reference to Exhibit 10.01 to Registrant's Quarterly Report on Form 10-Q, as amended by Form 10-Q/A, for the quarter ended September 30, 2001, SEC File No. 1-4300).

+10.26 -- Apache Corporation 1995 Stock Option Plan, as amended and restated September 13, 2001 (incorporated by reference to Exhibit 10.02 to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001, as amended by Form 10-Q/A, SEC File No. 1-4300).

+*10.27 -- Apache Corporation 2000 Share Appreciation Plan, as amended and restated February 5, 2004.

+10.28 -- Apache Corporation 1996 Performance Stock Option Plan, as amended and restated September 13, 2001 (incorporated by reference to Exhibit 10.03 to Registrant's Quarterly Report on Form 10-Q, as amended by Form 10-Q/A, for the quarter ended September 30, 2001, SEC File No. 1-4300).

+10.29 -- Apache Corporation 1998 Stock Option Plan, as amended and restated September 13, 2001 (incorporated by reference to Exhibit 10.04 to Registrant's Quarterly Report on Form 10-Q, as amended by Form 10-Q/A, for the quarter ended September 30, 2001, SEC File No. 1-4300).

+10.30 -- Apache Corporation 2000 Stock Option Plan, as amended and restated March 5, 2003 (incorporated by reference to Exhibit 4.5 to Registrant's Registration Statement on Form S-8, Registration No. 333-103758, filed March 12, 2003).

+*10.31 -- Apache Corporation 2003 Stock Appreciation Rights Plan, dated and effective May 1, 2003.

+10.32 -- 1990 Employee Stock Option Plan of The Phoenix Resource Companies, Inc., as amended through September 29, 1995, effective April 9, 1990 (incorporated by reference to Exhibit 10.33 to Registrant's Annual Report on Form 10-K for year ended December 31, 1996, SEC File No. 1-4300).

+10.33 -- Apache Corporation Income Continuance Plan, as amended and restated May 3, 2001 (incorporated by reference to Exhibit 10.30 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2001, SEC File No. 1-4300).

+10.34 -- Apache Corporation Deferred Delivery Plan, as amended and restated December 18, 2002, effective May 2, 2002 (incorporated by reference to Exhibit 4.5 to Post-Effective Amendment No. 2 to Registrant's Registration Statement on Form S-8, Registration No. 333-31092, filed March 11, 2003).

+10.35 -- Apache Corporation Executive Restricted Stock Plan, as amended and restated December 18, 2002, effective May 2, 2002 (incorporated by reference to Exhibit 4.5 to Post Effective Amendment No. 1 to Registrant's Registration Statement on Form S-8, Registration No. 333-97403, filed December 30, 2002).

+10.36 -- Apache Corporation Non-Employee Directors' Compensation Plan, as amended and restated May 1, 2003, effective July 1, 2003 (incorporated by reference to Exhibit 10.1 to

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Registrant's Quarterly Report on Form 10-Q, as amended by
Form 10-Q/A, for the quarter ended June 30, 2003, SEC File
No. 1-4300).

EXHIBIT NO. -----	DESCRIPTION -----
+10.37	-- Apache Corporation Outside Directors' Retirement Plan, as amended and restated May 3, 2001 (incorporated by reference to Exhibit 10.08 to Registrant's Quarterly Report on Form 10-Q, as amended by Form 10-Q/A, for the quarter ended June 30, 2001, SEC File No. 1-4300).
**+10.38	-- 1.1 Apache Corporation Equity Compensation Plan for Non-Employee Directors, as amended and restated February 5, 2004.
+10.39	-- Amended and Restated Employment Agreement, dated December 5, 1990, between Registrant and Raymond Plank (incorporated by reference to Exhibit 10.39 to Registrant's Annual Report on Form 10-K for year ended December 31, 1996, SEC File No. 1-4300).
+10.40	-- First Amendment, dated April 4, 1996, to Restated Employment Agreement between Registrant and Raymond Plank (incorporated by reference to Exhibit 10.40 to Registrant's Annual Report on Form 10-K for year ended December 31, 1996, SEC File No. 1-4300).
+10.41	-- Amended and Restated Employment Agreement, dated December 20, 1990, between Registrant and John A. Kocur (incorporated by reference to Exhibit 10.10 to Registrant's Annual Report on Form 10-K for year ended December 31, 1990, SEC File No. 1-4300).
+10.42	-- Employment Agreement, dated June 6, 1988, between Registrant and G. Steven Farris (incorporated by reference to Exhibit 10.6 to Registrant's Annual Report on Form 10-K for year ended December 31, 1989, SEC File No. 1-4300).
+10.43	-- Amended and Restated Conditional Stock Grant Agreement, dated June 6, 2001, between Registrant and G. Steven Farris (incorporated by reference to Exhibit 10.10 to Registrant's Quarterly Report on Form 10-Q, as amended by Form 10-Q/A, for the quarter ended June 30, 2001, SEC File No. 1-4300).
10.44	-- Amended and Restated Gas Purchase Agreement, effective July 1, 1998, by and among Registrant and MW Petroleum Corporation, as seller, and Producers Energy Marketing, LLC, as buyer (incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K, dated June 18, 1998, filed June 23, 1998, SEC File No. 1-4300).
10.45	-- Deed of Guaranty and Indemnity, dated January 11, 2003, made by Registrant in favor of BP Exploration Operating Company Limited (incorporated by reference to Registrant's Current Report on Form 8-K, dated and filed January 13, 2003, SEC File No. 1-4300).
**12.1	-- Statement of Computation of Ratios of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividends
**14.1	-- Code of Business Conduct
**21.1	-- Subsidiaries of Registrant
**23.1	-- Consent of Ernst & Young LLP

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**23.2 -- Consent of Ryder Scott Company L.P., Petroleum Consultants
**24.1 -- Power of Attorney (included as a part of the signature pages
to this report)
**31.1 -- Certification of Chief Executive Officer
**31.2 -- Certification of Chief Financial Officer
**32.1 -- Certification of Chief Executive Officer and Chief Financial
Officer

* Filed herewith.

** Previously filed.

+ Management contracts or compensatory plans or arrangements required to be
filed herewith pursuant to Item 15 hereof.

NOTE: Debt instruments of the Registrant defining the rights of long-term
debt holders in principal amounts not exceeding 10 percent of the Registrant's
consolidated assets have been omitted and will be provided to the Commission
upon request.