

APACHE FINANCE AUSTRALIA PTY LTD  
Form POSASR  
December 02, 2008

As filed with the Securities and Exchange Commission on December 2, 2008

Registration No. 333-141867  
Registration No. 333-141867-01  
Registration No. 333-141867-02  
Registration No. 333-141867-03

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

**Post-Effective  
Amendment No. 1  
to  
FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**APACHE CORPORATION**  
**(and the subsidiaries identified in footnote (\*) below)**  
*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of incorporation or  
organization)*

**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  
Senior 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)*

**Copies to:**

**Cheri L. Peper  
Corporate Secretary  
Apache Corporation  
One Post Oak Central  
2000 Post Oak Boulevard, Suite 100  
Houston, Texas 77056-4400  
(713) 296-6000**

**John B. Clutterbuck  
Andrews Kurth LLP  
600 Travis, Suite 4200  
Houston, Texas 77002  
(713) 220-4200**

**Approximate date of commencement of proposed sale to the public:** Not applicable. Termination of  
Registration Statement and deregistration of related securities that were not sold pursuant to the Registration

Statement.

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, please check the following box and list the Securities Act 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company

(Do not check if a smaller reporting company.)

\* Each of the following is a co-registrant that may issue some or all of the securities:

**APACHE FINANCE AUSTRALIA PTY LTD**  
**(ACN 104 261 261)**

*(Exact name of registrant as specified in its charter)*

**Australian Capital Territory**

**98-0397057**

*(State or other jurisdiction of incorporation or organization)*

*(I.R.S. Employer Identification Number)*

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

**Nova Scotia**

**98-0216251**

*(State or other jurisdiction of incorporation or organization)*

*(I.R.S. Employer Identification Number)*

**APACHE FINANCE CANADA II CORPORATION**  
*(Exact name of registrant as specified in its charter)*

**Nova Scotia**

**98-0397056**

*(State or other jurisdiction of incorporation or organization)*

*(I.R.S. Employer Identification Number)*

**TERMINATION OF REGISTRATION STATEMENT AND DEREGISTRATION OF SECURITIES**

On April 4, 2007, Apache Corporation, a Delaware corporation, along with certain of its subsidiaries identified therein (collectively, Apache ), filed an automatic shelf registration statement on Form S-3, Registration Nos. 333-141867, 333-141867-01, 333-141867-02, and 333-141867-03 (the Registration Statement ), with the Securities Exchange Commission (the Commission ), which was deemed effective upon filing. The Registration Statement registered the offer and sale by Apache of an indeterminate amount of debt securities, guarantees of debt securities, common stock purchase contracts, common stock purchase units, preferred stock, depositary shares and common stock (collectively, the Registered Securities ) of Apache. The base prospectus included in the Registration Statement limits Apache s authority to issue Registered Securities under the Registration Statement to an aggregate amount of \$2,000,000,000.

On April 11, 2007, Apache sold \$500,000,000 aggregate principal amount of its 5.250% Senior Notes due 2013 pursuant to the Registration Statement and a prospectus supplement filed with the Commission on April 12, 2007. On September 29, 2008, Apache sold \$400,000,000 aggregate principal amount of its 6.000% Senior Notes due 2013 and \$400,000,000 aggregate principal amount of its 6.900% Senior Notes due 2018 pursuant to the Registration Statement and a prospectus supplement filed with the Commission on September 29, 2008. To date, Apache has issued an aggregate amount of \$1,300,000,000 of Registered Securities under the Registration Statement.

Apache has decided to terminate the Registration Statement with respect to the remaining \$700,000,000 of Registered Securities that are authorized and may be issued under the base prospectus included in the Registration Statement. Pursuant to the undertaking contained in the Registration Statement, Apache files this post-effective amendment to the Registration Statement to remove from registration all remaining unsold amounts of Registered Securities.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the following registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on December 2, 2008.

**APACHE CORPORATION**

By: /s/ Roger B. Plank  
Roger B. Plank  
*Executive Vice President and  
Chief Financial Officer*  
(Principal Financial Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No.1 to the Registration Statement on Form S-3 has been signed by the following persons in the capacities indicated below on December 2, 2008.

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

**John A. Kocur**

\*

Director

**George D. Lawrence**

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**Signature**

**Title**

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Director

**F. H. Merelli**

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Director

**Rodman D. Patton**

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Director

**Charles J. Pitman**

\* **by Attorney-in-fact**

/s/ Roger B. Plank

**Roger B. Plank**

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**APACHE FINANCE AUSTRALIA PTY LTD**

By: /s/ Roger B. Plank  
Roger B. Plank  
*Executive Vice President and  
Chief Financial Officer*  
(Principal Financial Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed by the following persons in the capacities indicated below on December 2, 2008.

<b>Signature</b>	<b>Title</b>
*	Chief Executive Officer (Principal Executive Officer)
<b>G. Steven Farris</b> /s/ Roger B. Plank	Director, Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<b>Roger B. Plank</b> /s/ Rebecca A. Hoyt	Vice President (Principal Accounting Officer)
<b>Rebecca A. Hoyt</b> /s/ Floyd R. Price	Director and President
<b>Floyd R. Price</b> /s/ Timothy O. Wall	Managing Director and Vice President
<b>Timothy O. Wall</b> /s/ Gaetano Marchesani	Director and Public Officer
<b>Gaetano Marchesani</b> * <b>by Attorney-in-fact</b> /s/ Roger B. Plank	
<b>Roger B. Plank</b>	

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**APACHE FINANCE CANADA  
CORPORATION**

By: /s/ Roger B. Plank  
Roger B. Plank  
*Executive Vice President and  
Chief Financial Officer*  
(Principal Financial Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed by the following persons in the capacities indicated below on December 2, 2008.

<b>Signature</b>	<b>Title</b>
*	Director and Chief Executive Officer (Principal Executive Officer)
<b>G. Steven Farris</b> /s/ Roger B. Plank	Director and Executive Vice President (Principal Financial Officer)
<b>Roger B. Plank</b> /s/ Rebecca A. Hoyt	Vice President and Controller (Principal Accounting Officer)
<b>Rebecca A. Hoyt</b> /s/ John A. Crum	Director and President
<b>John A. Crum</b> *	Director
<b>James G. Smeltzer</b> * <b>by Attorney-in-fact</b> /s/ Roger B. Plank	
<b>Roger B. Plank</b>	

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**APACHE FINANCE CANADA II  
CORPORATION**

By: /s/ Roger B. Plank  
Roger B. Plank  
*Executive Vice President and  
Chief Financial Officer*  
(Principal Financial Officer)

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<b>Signature</b>	<b>Title</b>
*	Chief Executive Officer (Principal Executive Officer)
<b>G. Steven Farris</b> /s/ Roger B. Plank	Director, Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<b>Roger B. Plank</b> /s/ Rebecca A. Hoyt	Vice President and Controller (Principal Accounting Officer)
<b>Rebecca A. Hoyt</b> /s/ John A. Crum	Director and President
<b>John A. Crum</b> *	Director
<b>James G. Smeltzer</b> * <b>by Attorney-in-fact</b> /s/ Roger B. Plank	
<b>Roger B. Plank</b>	