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APACHE CORP  
Form POS AM  
December 23, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 23, 2002

REGISTRATION NO. 333-90147  
REGISTRATION NO. 333-90147-01

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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 or other jurisdiction  
of incorporation or organization)

NO. 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 executive offices)

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

NOVA SCOTIA  
(State or other jurisdiction  
of incorporation or organization)

TO BE APPLIED FOR  
(I.R.S. Employer  
Identification Number)

SUITE 1000  
700-9TH AVE. S.W.  
CALGARY, ALBERTA  
CANADA T2P 3V4  
(403) 261-1200  
(Address, including zip code,  
and telephone number, including  
area code, of registrant's  
executive offices)

Z. S. KOBIASHVILI  
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:

RALPH K. MILLER, JR.  
CHAMBERLAIN, HRDLICKA, WHITE,  
WILLIAMS & MARTIN  
1200 SMITH STREET, SUITE 1400

CRAIG E. CHAPMAN  
BROWN & WOOD LLP  
ONE WORLD TRADE CENTER  
NEW YORK, NEW YORK 10048-0557

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HOUSTON, TEXAS 77002-4310

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being 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. [X]

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 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. [ ]

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THE REGISTRANTS HEREBY AMEND THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANTS SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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We previously registered up to \$400,000,000 of our unsecured senior debt securities and guarantees for resale under a registration statement on Form S-3 filed with the Securities and Exchange Commission on November 2, 1999 and amended by an amendment filed on November 12, 1999 (Registration Nos. 333-90147, 333-90147-01). We have made one offering of debt securities and guarantees under the registration statement, \$300,000,000 of our 7.75% Notes due 2029, leaving \$100,000,000 principal amount of debt securities still available under the registration statement. By filing this post effective amendment no. 2, we hereby remove from registration all of the remaining \$100,000,000 of debt securities and guarantees and the registration statement is hereby amended, as appropriate, to reflect this removal from registration.

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## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

##### (a) Exhibits

EXHIBIT NO. -----	DESCRIPTION -----
*1.1	-- The form of underwriting agreement will be filed as an exhibit to a current report of Apache and incorporated in this registration statement by reference.
*4.1	-- Form of Indenture among Apache, Apache Finance and The Chase Manhattan Bank, as Trustee, governing the Debt Securities and the Guarantees.
*5.1	-- Opinion of general counsel regarding legality of securities being registered.
*5.2	-- Opinion of McInness, Cooper & Robertson regarding Apache Finance Canada Corporation.
*8.1	-- Opinion of Chamberlain, Hrdlicka, White, Williams & Martin as to certain United States federal income tax matters.
*8.2	-- Opinion of Bennett Jones as to certain Canadian federal income tax matters.
*12.1	-- Statement of computation of ratios of earnings to fixed charges and to combined fixed charges and preferred stock dividends (incorporated by reference to Exhibit 12.1 to Apache's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999, SEC File No. 1-4300).
*23.1	-- Consent of Arthur Andersen LLP, Houston, Texas.
*23.2	-- Consent of Ryder Scott Company Petroleum Engineers.
*23.3	-- Consent of Netherland, Sewell & Associates, Inc.
*23.4	-- Consent of general counsel (included in Exhibit 5.1).
*23.5	-- Consent of Chamberlain, Hrdlicka, White, Williams & Martin (included in Exhibit 8.1).
*23.6	-- Consent of Bennett Jones (included in Exhibit 8.2).
*23.7	-- Consent of McInness, Cooper & Robertson (included in Exhibit 5.2).
*24.1	-- Powers of Attorney (included in Part II as a part of the signature pages of the Registration Statement).
*25.1	-- Statement of Eligibility and Qualification under Trust Indenture Act of 1939 of The Chase Manhattan Bank, Trustee, is filed separately on Form T-1.

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\* Previously filed.

3

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 of the 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

By: /s/ RAYMOND PLANK\*

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Raymond Plank,  
Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post Effective Amendment No. 2 to the Registration Statement has been signed by an attorney-in-fact on behalf of the persons listed, in the capacities and on the date indicated.

SIGNATURE	TITLE
-----	-----
/s/ G. STEVEN FARRIS*	President, Chief Executive Officer and
-----	Chief Operating Officer and Director
G. Steven Farris	(Principal Executive Officer)
/s/ ROGER B. PLANK*	Executive Vice President and
-----	Chief Financial Officer
Roger B. Plank	(Principal Financial Officer)
/s/ THOMAS L. MITCHELL*	Vice President and Controller
-----	(Principal Accounting Officer)
Thomas L. Mitchell	
/s/ FREDERICK M. BOHEN*	Director
-----	
Frederick M. Bohlen	
/s/ RANDOLPH M. FERLIC*	Director
-----	
Randolph M. Ferlic	
/s/ EUGENE C. FIEDOREK*	Director
-----	
Eugene C. Fiedorek	
/s/ A. D. FRAZIER, JR.*	Director
-----	
A. D. Frazier, Jr.	
-----	Director

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Patricia Albjerg Graham

/s/ JOHN A. KOCUR\* Director

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John A. Kocur

/s/ GEORGE D. LAWRENCE JR.\* Director

-----

George D. Lawrence Jr.

/s/ F. H. MERELLI\* Director

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F. H. Merelli

Director

-----

Rodmen D. Patton

4

Director

-----

Charles J. Pittman

/s/ RAYMOND PLANK\* Director

-----

Raymond Plank

\*By: /s/ Z. S. KOBIASHVILI

-----

Z. S. Kobiashvili  
Attorney-in-Fact

Dated: December 23, 2002

5

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Apache Finance Canada Corporation 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. 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 FINANCE CANADA  
CORPORATION

By: /s/ G. STEVEN FARRIS\*

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G. Steven Farris  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post Effective Amendment No. 2 to the Registration Statement has been signed by an attorney-in-fact on behalf of the persons listed, in the capacities and on the date indicated.

SIGNATURE -----	TITLE -----
/s/ G. STEVEN FARRIS* ----- G. Steven Farris	Chief Executive Officer (Principal Executive Officer)
/s/ ROGER B. PLANK* ----- Roger B. Plank	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ THOMAS L. MITCHELL* ----- Thomas L. Mitchell	Vice President and Controller (Principal Accounting Officer)
/s/ G. STEVEN FARRIS* ----- G. Steven Farris	Director
/s/ FLOYD R. PRICE* ----- Floyd R. Price	Director
/s/ Z. S. KOBIASHVILI* ----- Z. S. Kobiashvili	Director
/s/ JOHN F. CURRAN* ----- John F. Curran	Director
/s/ JAMES G. SMELTZER* ----- James G. Smeltzer	Director
/s/ ROGER B. PLANK* ----- Roger B. Plank	Director

\*By: /s/ Z. S. KOBIASHVILI  
-----  
Z. S. Kobiashvili  
Attorney-in-Fact

Dated: December 23, 2002