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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): December 16, 2003

APACHE CORPORATION
(Exact name of registrant as specified in Charter)

DELAWARE (State or Other Jurisdiction of Incorporation)	1-4300 (Commission File Number)	41-0747868 (I.R.S. Employer Identification Number)
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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

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ITEM 5. OTHER EVENTS

On December 16, 2003, Apache Corporation ("Apache") filed with the Delaware Secretary of State a Certificate of Elimination with respect to Apache's previously outstanding Series C Preferred Stock. On December 17, 2003, Apache filed with the Delaware Secretary of State an Agreement and Plan of Merger under which Apache Clearwater Operations, Inc., a Delaware corporation and a wholly owned subsidiary of Apache, was merged with and into Apache, effective as of December 31, 2003. On January 5, 2004, Apache filed with the Delaware Secretary of State a Certificate of Amendment to Apache's Restated Certificate of Incorporation providing for an increase in the number of authorized shares of Apache's common stock and reducing the par value thereof, all effective as of January 13, 2004. As previously announced, the Certificate of Amendment was approved by the holders of Apache's common stock at the special meeting of shareholders held on December 18, 2003.

The Certificate of Elimination, the Agreement and Plan of Merger and the Certificate of Amendment are each listed under Item 7, as Exhibits 99.1, 99.2, and 99.3, respectively, and are incorporated herein by reference. Apache's Restated Certificate of Incorporation, dated December 16, 1999, was filed with the Delaware Secretary of State on December 17, 1999 and is incorporated herein by reference to Exhibit 99.1 to Apache's Current Report on Form 8-K, dated December 17, 1999.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) EXHIBITS.

EXHIBIT NO. -----	DESCRIPTION -----
99.1	Restated Certificate of Incorporation of Apache Corporation, dated December 16, 1999, as filed with the Delaware Secretary of State on December 17, 1999 (incorporated by reference to Exhibit 99.1 to Apache Corporation's Current Report on Form 8-K, dated December 17, 1999, SEC file no. 1-4300).
99.2*	Certificate of Elimination of Series C Preferred Stock of Apache Corporation, dated December 16, 2003, as filed with the Delaware Secretary of State on December 16, 2003.
99.3*	Agreement and Plan of Merger between Apache Corporation and Apache Clearwater Operations, Inc., dated December 16, 2003, as filed with the Delaware Secretary of State on December 17, 2003, effective December 31, 2003.
99.4*	Certificate of Amendment of Restated Certificate of Incorporation of Apache Corporation, dated December 18, 2003, as filed with the Secretary of State of Delaware on January 5, 2004, to be effective January 13, 2004.

* filed herewith

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

APACHE CORPORATION

Date: January 8, 2004

/s/ Eric L. Harry

Eric L. Harry
Vice President and Associate General Counsel

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INDEX TO EXHIBITS

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- 99.3* Agreement and Plan of Merger between Apache Corporation and Apache Clearwater Operations, Inc., dated December 16, 2003, as filed with the Delaware Secretary of State on December 17, 2003, effective December 31, 2003.
- 99.4* Certificate of Amendment of Restated Certificate of Incorporation of Apache Corporation, dated December 18, 2003, as filed with the Secretary of State of Delaware on January 5, 2004, to be effective January 13, 2004.
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* filed herewith

DELAWARE
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DESIGNATION OF "APACHE CORPORATION", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF DECEMBER, A.D. 2003, AT 8:40 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

[Seal]

/s/ Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2818031

0482215 8100

030811848

DATE: 12-16-03

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:40 PM 12/16/2003
Filed 08:40 PM 12/16/2003
SRV 030811848 - 0482215 FILE

CERTIFICATE OF ELIMINATION
OF
SERIES C PREFERRED STOCK
OF
APACHE CORPORATION

APACHE CORPORATION, a corporation organized and existing under the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Certificate of Designations, Preferences and Rights with respect to the Automatically Convertible Equity Securities, Conversion Preferred Stock, Series C (the "Series C Preferred Stock") was filed in the office of the Secretary of State of the State of Delaware on May 13, 1999. None of the authorized shares of Series C Preferred Stock are outstanding and none will be issued.

SECOND: That at a meeting of the Board of Directors of APACHE CORPORATION held by telephone on December 16, 2003, resolutions were duly adopted setting forth the proposed elimination of all reference to the Series C Preferred Stock from the Restated Certificate of Incorporation, as set forth herein:

WHEREAS: By resolution of the Board of Directors of the Company and by a Certificate of Designations, Preferences and Rights filed in the office of the Secretary of State of the State of Delaware on May 13, 1999 (the "Certificate of Designations"), the Company authorized the issuance of a series of preferred stock consisting of 140,000 shares, no par value, designated as the Automatically Convertible Equity

Securities, Conversion Preferred Stock, Series C (the "Series C Preferred Stock"), and established the voting powers, designations, preferences, and relative, participating, and other rights, and the qualifications, limitations, or restrictions thereof; and

WHEREAS: All 140,000 shares of such Series C Preferred Stock were issued by the Company on May 18, 1999, and all 140,000 shares of such Series C Preferred Stock were reacquired by the Company or converted into shares of the Company's Common Stock on or before May 15, 2002; and

WHEREAS: As of the date hereof, no shares of such Series C Preferred Stock are outstanding and no shares of such Series C Preferred Stock will be issued subject to said Certificate of Designations; and

WHEREAS: It is desirable that all matters set forth in the Certificate of Designations with respect to such Series C Preferred Stock be eliminated from the Company's Restated Certificate of Incorporation, as heretofore amended.

NOW, THEREFORE, BE IT AND IT HEREBY IS

RESOLVED: That all matters set forth in the Certificate of Designations with respect to such Series C Preferred Stock be eliminated from the Company's Restated Certificate of Incorporation, as heretofore amended; and

FURTHER RESOLVED: That the officers of the Company be, and hereby are, severally authorized and directed to file a certificate with the office of the Secretary of State of the State of Delaware setting forth a copy of these resolutions whereupon all matters set forth in the Certificate of Designations with respect to such Series C Preferred Stock shall be eliminated from the Company's Restated Certificate of Incorporation, as heretofore amended.

THIRD: That in accordance with the provisions of Section 151 of the General Corporation Law of the State of Delaware, all reference to the Series C Preferred Stock is hereby eliminated from the Restated Certificate of Incorporation.

IN WITNESS WHEREOF, said APACHE CORPORATION has caused this certificate to be signed by Roger B. Plank, its Executive Vice President and Chief Financial Officer, this 16th day of December, 2003.

APACHE CORPORATION

By /s/ Roger B. Plank

Roger B. Plank
Executive Vice President and
Chief Financial Officer

ATTEST:

/s/ Cheri L. Peper

Cheri L. Peper
Corporate Secretary

DELAWARE
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE AGREEMENT OF MERGER, WHICH MERGERS:

"APACHE CLEARWATER OPERATIONS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "APACHE CORPORATION" UNDER THE NAME OF "APACHE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2003, AT 12:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003, AT 11:59 O'CLOCK P.M.

[Seal]

/s/ Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0482215 8100M

AUTHENTICATION: 2819812

030813846

DATE: 12-17-03

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:22 PM 12/17/2003
Filed 12:01 PM 12/17/2003
SRV 030813415 - 0482215 FILE

AGREEMENT AND PLAN OF MERGER
BETWEEN
APACHE CORPORATION
AND
APACHE CLEARWATER OPERATIONS, INC.

AGREEMENT AND PLAN OF MERGER ("Agreement"), dated this 16TH day of December 2003, pursuant to Section 251 of the General Corporation Law of the State of Delaware, between Apache Corporation, a Delaware corporation, and Apache Clearwater Operations, Inc., a Delaware corporation (together, the "Constituent Corporations").

WITNESSETH that:

WHEREAS, both of the Constituent Corporations desire to merge into a single corporation; and

NOW THEREFORE, the Constituent Corporations, in consideration of the mutual covenants, agreements, and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

FIRST: Apache Clearwater Operations, Inc. (the "Merged Corporation"), at the effective time shall be merged with and into Apache Corporation, which shall be

the surviving corporation (the "Surviving Corporation").

SECOND: The Restated Certificate of Incorporation of Apache Corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Restated Certificate of Incorporation of the Surviving Corporation.

THIRD: The effect on the capital stock of each of the Constituent Corporations shall be as follows:

(a) Each share of capital stock of the Surviving Corporation issued and outstanding on the effective date of the merger shall remain issued and outstanding.

(b) Each share of capital stock of the Merged Corporation issued and outstanding on the effective date of the merger shall be cancelled without consideration, and no shares of the capital stock of the Surviving Corporation shall be issued in respect thereof.

FOURTH: The bylaws of Apache Corporation as they exist on the effective date of the merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed as therein provided.

FIFTH: The directors and officers of Apache Corporation on the effective date of the merger shall be the directors and officers of the Surviving Corporation and shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

SIXTH: This merger shall become effective at 11:59 p.m. on December 31, 2003.

SEVENTH: Upon the merger becoming effective, all the property, rights, privileges, permits, receivables, franchises, patents, trademarks, licenses, leases, registrations, royalties, working interests, contract rights, other assets of every kind and description, and all debts and liabilities of any kind of the Merged Corporation shall, by operation of law, be transferred to, vested in, and devolve upon, the Surviving Corporation without further act or deed, and all property, rights, every other interest, and all debts and other liabilities of the Constituent Corporations shall be as effectively the property or obligation of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation, respectively. The proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all action, from time to time, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof.

EIGHTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the date of filing this Agreement with the Delaware Secretary of State.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions duly adopted by their respective Boards of Directors, have caused these presents to be executed by the president and attested by the corporate secretary of each party hereto as the respective act, deed, and agreement of each of said corporations, on this 16TH day of December 2003.

ATTEST: APACHE CORPORATION

/s/ Cheri L. Peper

Cheri L. Peper
Corporate Secretary

By: /s/ Lisa A. Stewart

Lisa A. Stewart
Executive Vice President

ATTEST: APACHE CLEARWATER OPERATIONS, INC.

/s/ Cheri L. Peper

By: /s/ Lisa A. Stewart

Cheri L. Peper
Corporate Secretary

Lisa A. Stewart
Executive Vice President

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I, Cheri L. Peper, Corporate Secretary of Apache Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certify that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of said Apache Corporation and having been signed on behalf of Apache Clearwater Operations, Inc., a corporation organized and existing under the laws of the State of Delaware, was duly adopted by action of the Board of Directors of said Apache Corporation and without any vote of its stockholders pursuant to Section 251(f) of the General Corporation Law of Delaware and that the conditions specified in the first sentence of such Section 251(f) have been satisfied.

WITNESS my hand on this 16th day of December 2003.

[Seal]

/s/ Cheri L. Peper

Cheri L. Peper
Corporate Secretary

I, Cheri L. Peper, Corporate Secretary of Apache Clearwater Operations, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of said Apache Corporation, a corporation organized and existing under the laws of the State of Delaware, and having been signed on behalf of Apache Clearwater Operations, Inc., was duly adopted by action of the Board of Directors of said Apache Clearwater Operations, Inc. and with a vote of its stockholders.

WITNESS my hand on this 16th day of December 2003.

[Seal]

/s/ Cheri L. Peper

Cheri L. Peper
Corporate Secretary

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DELAWARE
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "APACHE CORPORATION", FILED IN THIS OFFICE ON THE FIFTH DAY OF JANUARY, A.D. 2004, AT 9:06 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTEENTH DAY OF JANUARY, A.D. 2004, AT 11:59 O'CLOCK P.M.

[Seal]

/s/ Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0482215 8100

AUTHENTICATION: 2846878

040002561

DATE: 01-05-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:12 AM 01/05/2004
Filed 09:06 AM 01/05/2004
SRV 040002561 - 0482215 FILE

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION

APACHE CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Apache Corporation held on September 11 and 12, 2003, a resolution was duly adopted proposing the amendment of the Restated Certificate of Incorporation of the corporation set forth on Exhibit A hereto and declaring the amendment to be advisable.

SECOND: That at the special meeting of the stockholders of Apache Corporation held on December 18, 2003, the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That the amendment was duly adopted in accordance with the provision of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That Article FOURTH of the Restated Certificate of Incorporation of the corporation is hereby amended as set forth on Exhibit A and that, except as set forth on Exhibit A, all other provisions of the Restated Certificate of Incorporation of the corporation shall remain in full force and effect.

FIFTH: This amendment shall become effective at 11:59 p.m. on January 13, 2004.

IN WITNESS WHEREOF, Apache Corporation has caused this certificate to be signed by Roger B. Plank, its Executive Vice President and Chief Financial Officer, and attested by Cheri L. Peper, its Corporate Secretary, this 18th day of December 2003.

APACHE CORPORATION

BY: /s/ Roger B. Plank

Roger B. Plank
Executive Vice President and
Chief Financial Officer

ATTEST:

BY: /s/ Cheri L. Peper

Cheri L. Peper
Corporate Secretary

EXHIBIT A

TO

CERTIFICATE OF AMENDMENT

OF

RESTATED CERTIFICATE OF INCORPORATION

The Restated Certificate of Incorporation of Apache Corporation shall be amended by amending the first paragraph of Article FOURTH, to read as follows:

"The total number of shares of all classes of stock which this corporation shall have authority to issue is 435,000,000 which shall be divided into (a) 430,000,000 shares of common stock having a par value of \$0.625 per share and (b) 5,000,000 shares of no par value preferred stock."