

APACHE CORP  
Form 8-K  
May 11, 2011

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**UNITED STATES  
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): May 5, 2011**

**APACHE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**1-4300**

(Commission  
File Number)

**41-0747868**

(I.R.S. Employer  
Identification No.)

**2000 Post Oak Boulevard  
Suite 100**

**Houston, Texas 77056-4400**

(Address of principal executive offices) (Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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On May 5, 2011, at the annual meeting of stockholders of Apache Corporation ( Apache ), the Company s stockholders voted to approve Apache s 2011 Omnibus Equity Compensation Plan (the 2011 Plan ). The 2011 Plan was adopted by Apache s Board of Directors (the Board ) on February 10, 2011. Apache has reserved 25,500,000 shares for issuance under the 2011 Plan. The Stock Option Plan Committee of Apache s Board is charged with the administration of the 2011 Plan. The foregoing description of the 2011 Plan is qualified in its entirety by reference to the 2011 Plan, which is filed herewith as Exhibit 10.1 and incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the annual meeting of stockholders of Apache held on Thursday, May 5, 2011, there were 383,174,088 shares of Apache common stock, par value \$0.625 per share, eligible to vote, of which 329,729,879 shares, or 86 percent, were voted. The matters voted upon and the number of votes cast for or against, as well as the number of abstentions and broker non-votes as to such matters, were as stated below:

The following nominees for directors were elected to serve three-year terms expiring at the 2014 annual meeting of stockholders, by the majority of shares voted, excluding abstentions:

<b>Nominee</b>	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
G. Steven Farris	284,256,141	12,780,111	688,706	32,004,921
Randolph M. Ferlic	288,224,741	8,823,905	676,276	32,004,957
A.D. Frazier, Jr.	286,534,515	10,514,438	676,005	32,004,921
John A. Kocur	286,196,668	10,824,933	703,321	32,004,957

The appointment of Ernst & Young LLP as Apache s independent auditors for fiscal year 2011 was ratified by the majority of shares voted, including abstentions:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
326,187,505	2,811,482	730,892	0

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In a non-binding advisory vote on the compensation of Apache's named executive officers as disclosed in Apache's 2011 proxy statement (commonly known as "say on pay"), the compensation of Apache's named executive officers was approved by the majority of shares voted, including abstentions:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
280,144,626	15,516,698	2,058,776	32,009,779

The frequency of "one year" for future non-binding advisory votes on the compensation of Apache's named executive officers (commonly known as "say when on pay") was approved by a plurality of shares voted, including abstentions:

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
240,605,631	3,402,747	52,124,316	1,592,214	32,004,971

An amendment to Apache's Restated Certificate of Incorporation to authorize additional shares of common stock was approved by the majority of shares outstanding:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
298,307,484	30,263,620	1,155,375	3,400

An amendment to Apache's Restated Certificate of Incorporation to authorize additional shares of preferred stock was approved by the majority of shares outstanding:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
203,461,424	93,250,358	1,009,740	32,008,357

Apache's 2011 Omnibus Equity Compensation Plan was approved by the majority of shares voted, including abstentions:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
214,968,504	81,784,423	967,395	32,009,557

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
3.1	Amendment to Apache Corporation Restated Certificate of Incorporation, filed with the Secretary of State of the State of Delaware on May 5, 2011.
10.1	Apache Corporation 2011 Omnibus Equity Compensation Plan, effective May 5, 2011.

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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 hereunto duly authorized.

**APACHE CORPORATION**

Date: May 11, 2011

/s/ Thomas P. Chambers  
Thomas P. Chambers,  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer)

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**Exhibit No. Description**

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|------|---|
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| 10.1 | Apache Corporation 2011 Omnibus Equity Compensation Plan, effective May 5, 2011.  |