SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 1997

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 0-13546

APACHE OFFSHORE INVESTMENT PARTNERSHIP

(Exact name of registrant as specified in its charter)

Delaware	41-1464066
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
Suite 100, One Post Oak Central 2000 Post Oak Boulevard, Houston, TX	77056-4400
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code (713) 296-6000

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 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 X NO ____

PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

APACHE OFFSHORE INVESTMENT PARTNERSHIP
STATEMENT OF INCOME
(Unaudited)

	For the Three Months Ended March 31, 1997	1996
REVENUES:		
Oil and gas sales	$ 3,698,691	$ 5,014,238
Interest income	9,392	--
	3,708,083	5,014,238
EXPENSES:		
Depreciation, depletion and amortization	841,467	1,303,326
Lease operating	91,168	343,835
Administrative	135,000	133,443
Interest expense	12,818	136,639
	1,080,453	1,917,243
NET INCOME	$ 2,627,630	$ 3,096,995
NET INCOME ALLOCATED TO:		
Managing Partner	$ 611,456	$ 744,130
Investing Partners	2,016,174	2,352,865
	$ 2,627,630	$ 3,096,995
NET INCOME PER WEIGHTED AVERAGE INVESTING PARTNER UNIT	$ 1,683	$ 1,941
WEIGHTED AVERAGE INVESTING PARTNER UNITS OUTSTANDING	1,197.9	1,212.3

The accompanying notes to financial statements
are an integral part of this statement.

APACHE OFFSHORE INVESTMENT PARTNERSHIP
STATEMENT OF CASH FLOWS
(Unaudited)

	For the Three Months Ended March 31, 1997	1996
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 2,627,630	$ 3,096,995
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	841,467	1,303,326
Changes in operating assets and liabilities:		
(Increase) decrease in accrued revenues receivable	1,069,507	(69,480)
Increase (decrease) in other accrued expenses	(52,874)	160,054
Increase in receivable from Apache Corporation	(1,382,853)	(1,375,182)
Net cash provided by operating activities	3,102,877	3,115,713
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to oil and gas properties	(738,219)	(18,728)
Non-cash portion of oil and gas property additions	235,372	(235,304)
Decrease in drilling advances	--	8,570
Net cash used in investing activities	(502,847)	(245,462)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Distributions to Investing Partners	(1,197,827)	(1,212,321)
Distributions to Managing Partner, net	(690,627)	(807,930)
Payments on long-term debt	(1,997,500)	(850,000)
Net cash used in financing activities	(3,885,954)	(2,870,251)
NET INCREASE IN CASH AND CASH EQUIVALENTS	(1,285,924)	--
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	1,737,470	104
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 451,546	$ 104
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	$ 11,073	$ 116,059

The accompanying notes to financial statements are an integral part of this statement.

APACHE OFFSHORE INVESTMENT PARTNERSHIP
BALANCE SHEET

	March 31, 1997 (Unaudited)	December 31, 1996
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 451,546	$ 1,737,470
Accrued revenues receivable	1,976,678	3,046,185
Receivable from Apache	539,769	--
	2,967,993	4,783,655
OIL AND GAS PROPERTIES, on the basis of full cost accounting:		
Proved properties	163,616,122	162,877,903
Less - Accumulated depreciation, depletion and amortization	(156,251,361)	(155,409,894)
	7,364,761	7,468,009
	$ 10,332,754	$ 12,251,664
LIABILITIES AND PARTNERS' CAPITAL		
CURRENT LIABILITIES:		
Accrued exploration and development	$ 749,320	$ 513,948
Accrued operating expenses payable and other	346,024	398,898
Payable to Apache Corporation	--	843,084
	1,095,344	1,755,930
LONG-TERM DEBT	--	1,997,500
PARTNERS CAPITAL:		
Managing Partner	1,012,018	1,091,189
Investing Partners (1,197.9 and 1,197.9 units outstanding, respectively)	8,225,392	7,407,045
	9,237,410	8,498,234
	$ 10,332,754	$ 12,251,664

The accompanying notes to financial statements
are an integral part of this statement.

APACHE OFFSHORE INVESTMENT PARTNERSHIP
NOTES TO FINANCIAL STATEMENTS
(Unaudited)

The financial statements included herein have been prepared by the Apache Offshore Investment Partnership (Partnership), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission, and reflect all adjustments which are, in the opinion of management, necessary for a fair statement of the results for the interim periods, on a basis consistent with the annual audited financial statements. All such adjustments are of a normal, recurring nature. Certain information, accounting policies, and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such rules and regulations, although the Partnership believes that the disclosures are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the financial statements and the summary of significant accounting policies and notes thereto included in the Partnership's latest annual report on Form 10-K.

1. OTHER ACCRUED EXPENSES

Accrued expenses payable at March 31, 1997, primarily represented operating costs accrued in February and March that will be paid in April.

2. PAYABLE TO/RECEIVABLE FROM APACHE

The payable to/receivable from Apache Corporation (Apache) represents the net result of the Investing Partners' revenue and expenditure transactions in the current month. Generally, cash in this amount will be transferred to/from Apache in the following month after the Partnership's transactions are processed and the net results of operations are determined.

3. RIGHT OF PRESENTMENT

In February 1994, an amendment to the Partnership Agreement created a right of presentment under which all Investing Partners have a limited and voluntary right to offer their Units to the Partnership twice each year to be purchased for cash. The first right of presentment offer for 1997 was based upon a valuation date of December 31, 1996 for a purchase price of $13,621 per Unit, plus interest to the date of payment. The offer was made to the Investing Partners on April 28, 1997 and Unitholders may elect to exercise their right of presentment through May 30, 1997. The Partnership is not in a position to predict how many Units will be presented for repurchase under the April 1997 offer and cannot, at this time, determine if the Partnership will have sufficient funds available for repurchasing Units. The Amended Partnership Agreement contains limitations on the number of Units that the Partnership can repurchase, including a limit of 10 percent of the outstanding Units on an annual basis.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

The Partnership realized the third highest earnings and the fifth highest cash flow from operating activities for the three months ended March 31, 1997, as compared with any other three month period in its history. Strong natural gas and crude oil prices as well as lower lease operating and financing costs contributed to the Partnership's solid results. The average realized natural gas price for the first three months of 1997 was the highest in its history and crude oil prices were the highest of any quarter since 1991. As a result of the improved cash flow in 1997, the Partnership repaid the outstanding debt and terminated its revolving credit facility on January 31, 1997.

Net Income and Revenue

The Partnership reported net income of $2.6 million in the first quarter of 1997, versus $3.1 million in the prior year period. Earnings per Investing Partner Unit decreased 13 percent, from $1,941 to $1,683. The decrease was attributable to lower natural gas and crude oil production, partially offset by lower depreciation, depletion and amortization expense (DD&A), lease operating expense (LOE) and financing costs.

Revenues decreased 26 percent, from $5.0 million in the first quarter of 1996, to $3.7 million for the same period in 1997. Natural gas and crude oil sales contributed 80 percent and 20 percent, respectively, to the Partnership's total revenues, with less than one percent attributable to interest income.

The Partnership's gas and oil production volume and price information is summarized in the following tables:

	For the Three Months Ended March 31, 1997	1996	Increase (Decrease)
Gas Volume - Mcf per day	11,596	17,420	(33) %
Average Gas Price - per Mcf	$ 2.83	$ 2.51	13 %
Oil Volume - Barrels per day	393	618	(36) %
Average Oil Price - per barrel	$ 21.15	$ 18.49	14 %

Natural gas sales revenues for the first quarter of 1997 totaled $3.0 million, 26 percent lower in the first quarter of 1996. The decrease was driven by lower natural gas production, negatively impacting revenue by $1.5 million. Partially offsetting this decrease was a 13 percent increase in average realized gas prices, increasing revenues by $.5 million. Natural gas sales were negatively impacted in the first quarter of 1997 by the Partnership selling less than its entitlement at South Pass 83, Ship Shoal 259 and North Padre 969, where make-up volumes were taken by under-produced working interest owners. Additionally, natural declines in production at Roberto and East Cameron 60 caused decreased sales.

The Partnership's crude oil sales revenues for the first quarter totaled $.7 million, a 28 percent decrease from the first quarter of 1996. The increase in the average realized price favorably impacted revenues by $.2 million. Lower production offset the benefit of higher crude oil prices, reducing sales by $.4 million. The decrease in production was primarily the result of natural declines in production at East Cameron 60 and South Timbalier 295.

Given the small number of producing wells owned by the Partnership and the fact that offshore wells tend to decline on a steeper curve than onshore wells, the Partnership's future production will be subject to more volatility than those entities with greater reserves and longer-lived properties.

OPERATING EXPENSES

The Partnership's DD&A for the first quarter of 1997 decreased 35 percent from the same period last year as a result of lower production on a million cubic feet equivalent basis and improved pricing for natural gas and crude oil. The Partnership's DD&A rate, expressed as a percentage of sales, was 23 percent during the first three months of 1997, a decrease from 26 percent in 1996.

LOE decreased 73 percent, from $.3 million to $.1 million, from the first quarter of 1996. The decrease was primarily the result of lower workover activity in the first quarter of this year and a credit resulting from a joint venture audit recorded in March 1997.

Financing costs decreased 91 percent in the first quarter of 1997 when compared to the same period in 1996. The decrease was primarily a result of the repayment of the Partnership's outstanding debt of $2.0 million on January 31, 1997.

CASH FLOW, LIQUIDITY AND CAPITAL RESOURCES

Capital Resources and Liquidity

The Partnership's primary capital resource is net cash provided by operating activities, which was $3.1 million for the first three months of 1997, which is comparable to the prior year. Future cash flows will be influenced by product prices and production.

In January 1997, the outstanding balance was repaid on the revolving credit facility that Apache obtained on behalf of the Partnership in July 1992, and the facility was terminated.

It is expected that the net cash provided by operating activities and Managing Partner contributions will be sufficient to meet the Partnership's liquidity needs through the end of 1997. However, in the event short-term operating cash requirements are greater than the Partnership's financial resources, the Partnership will seek short-term interest-bearing advances from the Managing Partner.

Capital Commitments

The Partnership's primary needs for cash are for operating expenses, drilling and recompletion expenditures, distributions to Investing Partners and the purchase of Units offered by Investing Partners under the right of presentment.

During the first three months of 1997, the Partnership's oil and gas property additions totaled $.7 million. These additions primarily related to a recompletion performed at Ship Shoal 259 and a water injection well, along with a development well, drilled at South Timbalier 295. Based on information supplied by the operators of the properties, the Partnership anticipates capital expenditures of approximately $1.4 million for the remainder of 1997. The anticipated capital expenditures relate to planned development activity at South Timbalier 295, which include the completion of the water injection and development wells, and the drilling of a second development well. Such estimates may change based on realized prices, drilling results or changes to the plans by the operator.

The Partnership made a $1,000 per-Unit distribution during March 1997. The amount of future distributions will be dependent on actual and expected production levels, realized and expected oil and gas prices, and expected drilling and recompletion expenditures.

As provided in the Amended Partnership Agreement, a first right of presentment offer of $13,621 per Unit, plus interest to the date of payment, was made to Investing Partners on April 28, 1997, based on a valuation date of December 31, 1996. The Unitholders have until May 30, 1997 to accept the offer. The Partnership is not in a position to predict how many Units will be presented for repurchase during 1997 and cannot, at this time, determine if the Partnership will have sufficient funds available to repurchase Units.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 ("PSLRA")

Certain forward-looking information contained in this report is being provided in reliance upon the "safe harbor" provisions of the PSLRA, as set forth in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such information includes, without limitation, discussions as to estimates, expectations, beliefs, plans and objectives concerning the Partnership's future financial and operating performance. Such forward-looking information is subject to assumptions and beliefs based on current information known to the Partnership and factors that could yield actual results differing materially from those anticipated. Such factors include, without limitation, the prices received for the Partnership's oil and natural gas production, the costs of acquiring, finding, developing and producing reserves, the rates of production of the Partnership's hydrocarbon reserves, the Partnership's success in acquiring or finding additional reserves, unforeseen operational hazards, significant changes in tax or regulatory environments, and the political and economic uncertainties of foreign oil and gas supplies.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 2. CHANGES IN SECURITIES

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a. Exhibits.

27.1 Financial Data Schedule.

b. Reports on Form 8-K - None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 OFFSHORE INVESTMENT PARTNERSHIP
By: Apache Corporation, General Partner

Dated: May 14, 1997 /s/ Mark A. Jackson

Mark A. Jackson
Vice President and Chief Financial Officer

Dated: May 14, 1997 /s/ Thomas L. Mitchell

Thomas L. Mitchell
Controller and Chief Accounting Officer

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ART.5 FDS FOR 1997 FIRST QUARTER 10-Q
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U.S.DOLLAR

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