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 June 30, 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 Quarter Ended June 30,		For the Six Months Ended June 30,	
	1997	1996	1997	1996
REVENUES:				
Oil and gas sales	$ 2,699,952	$ 4,802,492	$ 6,398,643	$ 9,816,730
Interest income	15,770	--	25,162	--
	2,715,722	4,802,492	6,423,805	9,816,730
EXPENSES:				
Depreciation, depletion and amortization	632,622	1,231,494	1,474,089	2,534,820
Lease operating	166,308	367,811	257,476	711,646
Administrative	135,000	131,557	270,000	265,000
Interest	--	74,798	12,818	211,437
	933,930	1,805,660	2,014,383	3,722,903
NET INCOME	$ 1,781,792	$ 2,996,832	$ 4,409,422	$ 6,093,827
Net income allocated to:				
Managing Partner	$ 419,801	$ 719,897	$ 1,031,257	$ 1,464,027
Investing Partners	1,361,991	2,276,935	3,378,165	4,629,800
	$ 1,781,792	$ 2,996,832	$ 4,409,422	$ 6,093,827
NET INCOME PER WEIGHTED AVERAGE INVESTING PARTNER UNIT	$ 1,138	$ 1,882	$ 2,822	$ 3,822
WEIGHTED AVERAGE INVESTING PARTNER UNITS OUTSTANDING	1,196.6	1,210.1	1,197.2	1,211.2

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

APACHE OFFSHORE INVESTMENT PARTNERSHIP
STATEMENT OF CASH FLOWS
(Unaudited)

	For the Six Months Ended June 30, 1997	1996
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 4,409,422	$ 6,093,827
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	1,474,089	2,534,820
Changes in operating assets and liabilities:		
(Increase) decrease in accrued revenues receivable	1,726,230	(2,596)
Increase (decrease) in accrued operating expenses payable	(157,063)	138,806
(Increase) decrease in receivable from Apache Corporation	(933,964)	126,846
Net cash provided by operating activities	6,518,714	8,891,703
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to oil and gas properties	(1,258,598)	(181,951)
Non-cash portion of oil and gas property additions	121,993	(380,126)
Decrease in drilling advances	--	8,570
Net cash used in investing activities	(1,136,605)	(553,507)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repurchase of Partnership Units	(109,272)	(141,732)
Distributions to Investing Partners	(1,197,827)	(1,212,321)
Distributions to Managing Partner, net	(1,269,264)	(1,224,143)
Payments on long-term debt	(1,997,500)	(4,760,000)
Net cash used in financing activities	(4,573,863)	(7,338,196)
NET INCREASE IN CASH AND CASH EQUIVALENTS	808,246	1,000,000
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	1,737,470	104
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 2,545,716	$ 1,000,104
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	$ 11,073	$ 211,437

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

APACHE OFFSHORE INVESTMENT PARTNERSHIP
BALANCE SHEET

	June 30, 1997 (Unaudited)	December 31, 1996
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 2,545,716	$ 1,737,470
Accrued revenues receivable	1,319,955	3,046,185
Receivable from Apache	90,880	--
	3,956,551	4,783,655
OIL AND GAS PROPERTIES, on the basis of full cost accounting:		
Proved properties	164,136,501	162,877,903
Less - Accumulated depreciation, depletion and amortization	(156,883,983)	(155,409,894)
	7,252,518	7,468,009
	$ 11,209,069	$ 12,251,664
LIABILITIES AND PARTNERS' CAPITAL		
CURRENT LIABILITIES:		
Accrued exploration and development	$ 635,941	$ 513,948
Accrued operating expenses payable and other	241,835	398,898
Payable to Apache Corporation	--	843,084
	877,776	1,755,930
LONG-TERM DEBT	--	1,997,500
PARTNERS CAPITAL:		
Managing Partner	853,182	1,091,189
Investing Partners (1,190.2 and 1,197.9 units outstanding, respectively)	9,478,111	7,407,045
	10,331,293	8,498,234
	$ 11,209,069	$ 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 June 30, 1997, primarily represented operating costs accrued in May and June that will be paid in July.

2. PAYABLE TO/RECEIVABLE FROM APACHE

The payable to/receivable from Apache Corporation, the Partnership's managing partner (Apache or Managing Partner), 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, as a result, the Partnership acquired 7.666 Units for a total of $109,272 in cash. As provided in the Partnership Agreement as amended to-date (Amended Partnership Agreement), Investing Partners will have a second right of presentment during the fourth quarter of 1997 based on a valuation date of June 30, 1997. The Partnership is not in a position to predict how many Units will be presented for repurchase under the later 1997 offer and cannot, at this time, determine if the Partnership will have sufficient funds available to repurchase 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

Net Income and Revenue

The Partnership reported net income of $1.8 million in the second quarter of 1997, versus $3.0 million in the prior year period. Earnings per Investing Partner Unit decreased 40 percent, from $1,882 to $1,138. The decrease was attributable to lower natural gas and crude oil production and prices, partially offset by lower depreciation, depletion and amortization expense (DD&A), lease operating expense (LOE) and financing costs.

For the first half of 1997, net income of $4.4 million, or $2,822 per Investing Partner Unit, decreased 28 percent and 26 percent, respectively, from $6.1 million and $3,822 per Unit in the same period last year. Impacting 1997 results were lower natural gas and crude oil production, partially offset by lower DD&A, LOE and financing costs.

Revenues decreased 43 percent, from $4.8 million in the second quarter of 1996 to $2.7 million for the same period in 1997. Natural gas and crude oil sales contributed 78 percent and 21 percent, respectively, to the Partnership's total revenues, with one percent attributable to interest income. For the first six months of 1997, revenues decreased 35 percent, to $6.4 million compared to the same period in 1996 due primarily to lower production, with natural gas and oil contributing 79 percent and 21 percent, respectively, to total revenue.

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

	For the Quarter Ended June 30,			For the Six Months Ended June 30,		
	1997	1996	Change	1997	1996	Change
Gas Volume - Mcf per day	11,203	17,257	(35%)	11,398	17,345	(34%)
Average Gas Price - per Mcf	$ 2.08	$ 2.45	(15%)	$ 2.46	$ 2.48	(1%)
Oil Volume - Barrels per day	342	504	(32%)	368	561	(34%)
Average Oil Price - Per barrel	$18.69	$ 20.64	(9%)	$ 20.00	$ 19.48	3%

Second Quarter 1997 Compared to Second Quarter 1996

Natural gas sales revenues for the second quarter of 1997 totaled $2.1 million, 45 percent lower than the second quarter of 1996. The decrease was driven by lower natural gas production and realized gas prices, negatively impacting revenue by $1.3 million and $.4 million, respectively. Natural gas sales decreased in the second quarter of 1997 primarily as a result of natural declines in production at Roberto and the Partnership selling less than its entitlement at South Pass 83 and North Padre 969, where make-up volumes were taken by under-produced working interest owners. Also contributing to the decrease was natural decline combined with downtime for recompletions at Ship Shoal 259.

The Partnership's crude oil sales revenues for the second quarter totaled $.6 million, a 39 percent decrease from the second quarter of 1996. The decrease in the average realized price negatively impacted revenues by $.1 million while lower production reduced sales by $.3 million. The decrease in production was primarily the result of natural declines in production at East Cameron 60 and downtime resulting from drilling operations at South Timbalier 295.

Year-to-Date 1997 Compared to Year-to-Date 1996

Gas sales for the first half of 1997 of $5.1 million decreased $2.8 million, or 35 percent, when compared to the same period in 1996. Average realized gas prices decreased $.02 per Mcf, or one percent, when compared with the first six months of 1996. Gas production for the first half of 1997 decreased by 35 percent when compared to the same period in 1996, negatively impacting revenues by $2.7 million. Production decreases in 1997 were primarily due to natural production declines and of make-up volumes taken by under-produced working interest owners at South Pass 83, Ship Shoal 259 and North Padre 969.

For the six months ended June 30, 1997, oil sales decreased 33 percent to $1.3 million when compared to the same period last year. The Partnership's oil sales revenues were impacted by a 35 percent decline in oil production, which was partially offset by a three percent increase in realized prices. The decrease in sales volumes resulted from natural declines in production at East Cameron 60 and downtime resulting from drilling operations at 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 the production of entities with greater reserves and longer-lived properties.

OPERATING EXPENSES

The Partnership's DD&A for the second quarter of 1997 decreased 49 percent from the same period in the previous year primarily as a result of lower oil and gas sales revenue. The Partnership's DD&A rate, expressed as a percentage of sales, was 23 percent during the first six months of 1997, decreasing from 26 percent during the same period in 1996. The decrease in the rate was a result of generally improving natural gas and crude oil prices during the last twelve months and positive reserve revisions in the fourth quarter of 1996.

LOE in the second quarter of 1997 decreased 55 percent, from $.4 million to $.2 million, from the second quarter of 1996. For the first half of 1997, LOE of $.3 million was down 64 percent when compared to the first half of 1996. The decrease was primarily the result of lower workover activity in the first half of 1997 and a credit resulting from a joint venture audit recorded in March 1997.

Financing costs decreased 94 percent in the first six months when compared to the same period in 1996. The decrease was a result of the repayment of the $2.0 million of the Partnership's outstanding bank debt 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 $6.5 million for the first half of 1997, a decrease of 27 percent from a year ago, reflecting lower oil and gas production and gas prices. Future cash flows will similarly be influenced by fluctuations in product prices and production.

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

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 half of 1997, the Partnership's oil and gas property additions totaled $1.3 million. These additions primarily related to a recompletion at Ship Shoal 259 and a water injection well as well as 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 $.8 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 development plan 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 for 1997 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. As a result, the Partnership acquired 7.666 Units for a total of $109,272 in cash. As provided in the Amended Partnership Agreement, Investing Partners will have a second right of presentment during the fourth quarter of 1997, based on a valuation date of June 30, 1997. The Partnership is not in a position to predict how many Units will be presented for repurchase during the fourth quarter 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: August 13, 1997 /s/ Roger B. Plank

Roger B. Plank
Vice President and Chief Financial Officer

Dated: August 13, 1997 /s/ Thomas L. Mitchell

Thomas L. Mitchell
Vice President and Controller
(Chief Accounting Officer)

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