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, 1999

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, 1999	1998
REVENUES:		
Oil and gas production revenues	$1,663,778	$2,195,685
Interest income	16,350	9,811
	1,680,128	2,205,496
EXPENSES:		
Depreciation, depletion and amortization	673,620	722,475
Lease operating expense	153,865	205,656
Administrative	135,000	135,000
	962,485	1,063,131
NET INCOME	$ 717,643	$1,142,365
NET INCOME ALLOCATED TO:		
Managing Partner	$ 231,761	$ 317,545
Investing Partners	485,882	824,820
	$ 717,643	$1,142,365
NET INCOME PER INVESTING PARTNER UNIT	$ 426	$ 697
WEIGHTED AVERAGE INVESTING PARTNER UNITS OUTSTANDING	1,141.0	1,184.2

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

APACHE OFFSHORE INVESTMENT PARTNERSHIP
STATEMENT OF CASH FLOWS
(UNAUDITED)

	FOR THE THREE MONTHS ENDED MARCH 31, 1999	1998
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 717,643	$ 1,142,365
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	673,620	722,475
Changes in operating assets and liabilities:		
Decrease in accrued revenues receivable	289,878	114,253
Increase (decrease) in accrued operating expenses payable	2,407	(90,825)
Increase (decrease) in receivable from/payable to Apache Corporation	(195,069)	1,185
Net cash provided by operating activities	1,488,479	1,889,453
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to oil and gas properties	(504,293)	(1,427,745)
Non-cash portion of oil and gas property additions	125,490	(196,202)
Proceeds from sales of oil and gas properties	--	363,534
Decrease in drilling advances	--	13,141
Net cash used in investing activities	(378,803)	(1,247,272)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Distributions to Investing Partners	(855,728)	--
Distributions to Managing Partner, net	(331,326)	(273,370)
Net cash used in financing activities	(1,187,054)	(273,370)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(77,378)	368,811
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	1,324,949	691,797
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 1,247,571	$ 1,060,608

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

APACHE OFFSHORE INVESTMENT PARTNERSHIP
BALANCE SHEET
(UNAUDITED)

	MARCH 31, 1999	DECEMBER 31, 1998
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 1,247,571	$ 1,324,949
Accrued revenues receivable	1,008,121	1,297,999
Receivable from Apache Corporation	125,096	--
	2,380,788	2,622,948
OIL AND GAS PROPERTIES, on the basis of full cost accounting:		
Proved properties	168,835,993	168,331,700
Less - Accumulated depreciation, depletion and amortization	(161,787,714)	(161,114,094)
	7,048,279	7,217,606
	$ 9,429,067	$ 9,840,554
LIABILITIES AND PARTNERS' CAPITAL		
CURRENT LIABILITIES:		
Accrued exploration and development	$ 717,410	$ 591,920
Accrued operating expenses payable and other	100,774	98,367
Payable to Apache Corporation	--	69,973
	818,184	760,260
PARTNERS' CAPITAL:		
Managing Partner	497,495	597,060
Investing Partners (1,141.0 and 1,141.0 units outstanding, respectively)	8,113,388	8,483,234
	8,610,883	9,080,294
	$ 9,429,067	$ 9,840,554

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 (the 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. RECEIVABLE FROM/PAYABLE TO APACHE

Receivable from/payable to Apache Corporation, the Partnership's managing partner (Apache or the 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 from/to Apache in the month after the Partnership's transactions are processed and the net results of operations are determined.

2. RIGHT OF PRESENTMENT

As provided in the Partnership Agreement, as amended (the Amended Partnership Agreement), a first right of presentment offer for 1999 is expected to be made to Investing Partners in May, based on a valuation date of December 31, 1998. The Partnership is not in a position to predict how many Units will be presented for repurchase under the May 1999 offer and cannot, at this time, determine if the Partnership will have sufficient funds available to repurchase all Units presented. The Partnership has no obligation to purchase any Units presented to the extent it determines that it has insufficient funds for such purchases. 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.

3. SUBSEQUENT EVENT

On April 29, 1999, the Managing Partner entered into an agreement with Shell Offshore Inc. and affiliated Shell entities (Shell) to purchase Shell's interest in certain Gulf of Mexico properties, together with certain production-related assets and proprietary 3D seismic data. The purchase price, subject to adjustment for production since March 1, 1999, is $715 million in cash and one million shares of the common stock of Apache. The Shell transaction is expected to be completed in May 1999. The impact of this acquisition on the Partnership is not known at this time.

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 $.7 million in the first quarter of 1999, versus $1.1 million in the prior year period. Net income per Investing Partner Unit decreased 39 percent, from $697 per Unit to $426 per Unit. Lower natural gas and crude oil prices contributed to the decline.

Revenues decreased 24 percent, from $2.2 million in the first quarter of 1998 to $1.7 million in the first quarter of 1999. Natural gas and crude oil sales represented 80 percent and 19 percent, respectively, of the Partnership's total revenues.

The Partnership's oil and gas production volume and price information is summarized in the following table (gas volumes presented in thousand cubic feet (Mcf) per day):

	FOR THE THREE MONTHS ENDED MARCH 31,		
	1999	1998	INCREASE (DECREASE)
Gas volume - Mcf per day	9,241	9,079	2%
Average gas price - per Mcf	$1.62	$2.19	(26%)
Oil volume - barrels per day	317	333	(5%)
Average oil price - per barrel	$ 11.17	$ 13.50	(17%)

FIRST QUARTER 1999 COMPARED TO FIRST QUARTER 1998

Natural gas production revenues for the first quarter of 1999 totaled $1.4 million, 25 percent lower than the first quarter of 1998. Natural gas prices decreased 26 percent for the first quarter of 1999 compared to the year-earlier period, which negatively impacted revenue by $.5 million.

The Partnership's crude oil production revenues for the first quarter of 1999 totaled $.3 million, a 21 percent decrease from the first quarter of 1998. A 17 percent decrease in the average realized oil price led to the decline.

OPERATING EXPENSES

The Partnership's depreciation, depletion and amortization (DD&A) rate, expressed as a percentage of oil and gas production revenues, was approximately 40 percent during the first quarter of 1999, increasing from 33 percent during the same period in 1998. The increase in the DD&A rate was a result of generally declining natural gas and crude oil prices.

Lease operating expense (LOE) was 25 percent lower in the first quarter 1999 compared to the first quarter 1998. This variance was the result of lower workover activity in the first three months of 1999.

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 $1.5 million for the first three months of 1999, a decrease of 21 percent from a year ago, caused by lower oil and gas prices. Future cash flows will be influenced similarly by fluctuations in product prices, production levels and operating costs.

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 1999, the Partnership's oil and gas property additions totaled $.5 million. These additions related primarily to recompletions at South Timbalier Block 295 and drilling activity at North Padre Block 969. Based on information supplied by the operators of the properties, the Partnership anticipates capital expenditures of approximately $1.4 million for the remainder of 1999. The anticipated capital expenditures relate to completions at North Padre Block 969 and recompletions at South Timbalier Block 295. Such estimates may change based on realized prices, drilling results or changes by the operator to the development plan.

The Partnership made a distribution of $750 per Unit on March 18, 1999. 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.

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IMPACT OF THE YEAR 2000 ISSUE

The inability of some computer programs and embedded computer chips to distinguish between the year 1900 and the year 2000 (the Year 2000 issue) poses a serious threat of business disruption to any organization that utilizes computer technology and computer chip technology in their business systems or equipment. Apache, as Managing Partner, manages the Partnership's operations. Apache uses a portion of its staff for this purpose and is reimbursed for actual costs paid on behalf of the Partnership, as well as for general, administrative and overhead costs properly allocable to the Partnership. Apache has formed a Year 2000 Task Force with representation from major business units to inventory and assess the risk of hardware, software, telecommunications systems, office equipment, embedded chip controls and systems, process control systems, facility control systems and dependencies on external trading partners. The project phases, expected completion dates and percentage complete as of March 1999 are as follows:

PHASE	COMPLETION DATE	PERCENT COMPLETE
Organization	July 1998	100%
Assessment	November 1998	100%
Desktop Computers		
Network Hardware		
Software		
Embedded Systems		
External Trading Partners		
Building/Infrastructure Systems		
Telecommunications Systems		
Implementation/Replacement	September 1999	75%
Computer Hardware		
Core Business Software		
Desktop Software		
Embedded Systems		
Building Systems		
Contact External Trading Partners	March 1999	100%
Contingency Planning	May 1999	90%

To date, the Managing Partner is not aware of any significant Year 2000 issues that would cause problems in the area of safety, environmental or business interruption. Apache will assess the risks associated with hardware, software, infrastructure, embedded chips and external trading partners that are not Year 2000 compliant. While Apache is confident that Year 2000 remediation efforts will succeed in minimizing exposure to business disruption, plans are being developed that will allow continuation of business in all but the worst case scenarios. All remediation and replacement efforts and contingency planning are expected to be complete by September 1999. All critical external trading partners have been contacted to determine Year 2000 readiness and contingency plans will be developed where assurance of Year 2000 compliance was not received by March 31, 1999.

In 1997, the Managing Partner initiated a project to replace existing business software as it relates to Apache's production, land, marketing, accounting and financial systems to more effectively and efficiently meet its business needs. Replacement computer systems selected by the Managing Partner from SAP America, Inc., PricewaterhouseCoopers LLP, Innovative Business Solutions and Landmark Graphics will properly recognize dates beyond December 31, 1999. The implementation of the business software project was completed and operational effective with January 1999 production.

The Managing Partner expects that its cost to achieve Year 2000 compliance will not exceed $4 million, excluding the cost of implementing business replacement systems. These costs will be borne by the Managing Partner and will not have any impact on the financial results of the Partnership.

The Managing Partner presently believes that with conversions to new software and completion of efforts planned by the Year 2000 Task Force, the risk associated with Year 2000 will be significantly reduced. However, the Managing Partner is unable to assure that the consequences of Year 2000 failures of systems maintained by Apache or by third parties will not materially adversely impact the Partnership's results of operations, liquidity or financial condition.

FORWARD-LOOKING STATEMENTS AND RISK

Certain statements in this report, including statements of the future plans, objectives, and expected performance of the Partnership, are forward-looking statements that are dependent on certain events, risks and uncertainties that may be outside the Partnership's control and which could cause actual results to differ materially from those anticipated. Some of these include, but are not limited to, economic and competitive conditions, inflation rates, legislative and regulatory changes, financial market conditions, political and economic uncertainties of foreign governments, future business decisions, and other uncertainties, all of which are difficult to predict.

There are numerous uncertainties inherent in estimating quantities of proved oil and gas reserves and in projecting future rates of production and timing of development expenditures. The total amount or timing of actual future production may vary significantly from reserves and production estimates. The drilling of exploratory wells can involve significant risks, including those related to timing, success rates and cost overruns. Lease and rig availability, complex geology and other factors can affect these risks. Future oil and gas prices also could affect results of operations and cash flows.

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 12, 1999

/s/ Roger B. Plank

Roger B. Plank
Vice President and Chief Financial Officer

Dated: May 12, 1999

/s/ Thomas L. Mitchell

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

INDEX TO EXHIBITS

3-MOS
DEC-31-1999
MAR-31-1999
1,247,571
0
1,133,217
0
0
2,380,788
168,835,993
(161,787,714)
9,429,067
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