UNITED STATES
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, 2004

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 CONSOLIDATED INCOME
(UNAUDITED)

	FOR THE THREE MONTHS ENDED MARCH 31,	
	2004	2003
REVENUES:		
Oil and gas sales	$3,250,730	$3,191,408
Interest income	6,084	3,438
	3,256,814	3,194,846
EXPENSES:		
Depreciation, depletion and amortization	689,206	741,464
Asset retirement obligation accretion	11,922	9,197
Lease operating costs	198,610	257,611
Gathering and transportation expense	34,992	38,099
Administrative	102,000	105,000
	1,036,730	1,151,371
OPERATING INCOME BEFORE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE	2,220,084	2,043,475
Cumulative effect of change in accounting principle	-	302,407
NET INCOME	$2,220,084	$2,345,882
NET INCOME ALLOCATED TO:		
Managing Partner	$ 564,279	$ 536,308
Investing Partners	1,655,805	1,809,574
	$2,220,084	$2,345,882
NET INCOME PER INVESTING PARTNER UNIT	$ 1,561	$ 1,668
WEIGHTED AVERAGE INVESTING PARTNER UNITS OUTSTANDING	1,060.7	1,084.9

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

APACHE OFFSHORE INVESTMENT PARTNERSHIP
STATEMENT OF CONSOLIDATED CASH FLOWS
(UNAUDITED)

	FOR THE THREE MONTHS ENDED MARCH 31,	
	2004	2003
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 2,220,084	$ 2,345,882
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	689,206	741,464
Asset retirement obligation accretion	11,922	9,197
Cumulative effect of change in accounting principle	-	(302,407)
Dismantlement and abandonment cost	(146,222)	-
Changes in operating assets and liabilities:		
(Increase) decrease in accrued revenues receivable	18,345	(519,078)
(Increase) decrease in receivable from/payable to Apache Corporation	(97,855)	(418,814)
Increase (decrease) in accrued operating expenses payable	6,049	57,768
Net cash provided by operating activities	2,701,529	1,914,012
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to oil and gas properties	(198,621)	(82,532)
Net cash used in investing activities	(198,621)	(82,532)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Distributions to Investing Partners	(2,121,466)	(542,445)
Distributions to Managing Partner	(581,420)	(463,526)
Net cash used in financing activities	(2,702,886)	(1,005,971)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(199,978)	825,509
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	2,271,495	915,891
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 2,071,517	$ 1,741,400

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

APACHE OFFSHORE INVESTMENT PARTNERSHIP
CONSOLIDATED BALANCE SHEET
(UNAUDITED)

	MARCH 31, 2004	DECEMBER 31, 2003
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 2,071,517	$ 2,271,495
Accrued revenues receivable	622,865	641,210
Receivable from Apache Corporation	184,072	86,217
	2,878,454	2,998,922
OIL AND GAS PROPERTIES, on the basis of full cost accounting:		
Proved properties	182,537,535	182,173,899
Less - Accumulated depreciation, depletion and amortization	(174,187,895)	(173,498,689)
	8,349,640	8,675,210
	$ 11,228,094	$ 11,674,132
LIABILITIES AND PARTNERS' CAPITAL		
CURRENT LIABILITIES:		
Accrued development costs	$ 353,533	$ 334,740
Accrued operating expenses	58,125	52,076
	411,658	386,816
ASSET RETIREMENT OBLIGATION	824,442	812,520
PARTNERS' CAPITAL:		
Managing Partner	150,069	167,210
Investing Partners (1,060.7 units outstanding)	9,841,925	10,307,586
	9,991,994	10,474,796
	$ 11,228,094	$ 11,674,132

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

APACHE OFFSHORE INVESTMENT PARTNERSHIP
NOTES TO CONSOLIDATED 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 APACHE CORPORATION

The receivable from 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 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 2004 of $11,518 per Unit, plus interest to the date of payment, was made to Investing Partners in April 2004, based on a valuation date of December 31, 2003. The Partnership is not in a position to predict how many Units will be presented for repurchase under the April 2004 offer and cannot, at this time, determine if the Partnership will have sufficient funds available to repurchase all Units presented. The Investing Partners have until May 21, 2004 to offer their Units under the current right of presentment. 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. ASSET RETIREMENT OBLIGATIONS

Effective January 1, 2003, the Partnership adopted Statement of Financial Accounting Standards (SFAS) No. 143, "Accounting for Asset Retirement Obligations," which requires that an asset retirement obligation (ARO) associated with the retirement of a tangible long-lived asset be recognized as a liability in the period in which it is incurred and becomes determinable, with an offsetting increase in the carrying amount of the associated asset. The cost of the tangible asset, including the initially recognized ARO, is depleted such that the cost of the ARO is recognized over the useful life of the asset. The ARO is recorded at fair value, and accretion expense will be recognized over time as the discounted liability is accreted to its expected settlement value. The fair value of the ARO is measured using expected future cash outflows discounted at the company's credit-adjusted risk-free interest rate. The Partnership's asset retirement obligations primarily relate to the plugging and abandonment of oil and gas properties.

Upon adoption, the Partnership recorded an increase to net oil and gas properties of $1.1 million and additional liabilities related to asset retirement obligations of $.8 million. These amounts reflect the ARO of the Partnership had the provisions of SFAS No. 143 been applied since inception and resulted in a non-cash cumulative effect increase to 2003 earnings of $.3 million.

The Partnership's increase in ARO liability from December 31, 2003 was attributable to accretion expense of $11,922.

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 for the first quarter of 2004 of $2.2 million, or $1,561 per Investing Partner Unit. A year ago, the Partnership reported earnings of $2.3 million for the first quarter of 2003 which included $.3 million of income from the cumulative effect of change in accounting principle from the adoption of SFAS No. 143. Driven by higher oil prices, increased production and lower expenses in 2004, net income in the current quarter was nine percent higher than the first quarter of 2003 operating income before the cumulative effect of change in accounting principle. Total revenue increased two percent, rising from $3.2 million in the first quarter of 2003 to $3.3 million in the first quarter of 2004.

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, 2004	FOR THE THREE MONTHS ENDED MARCH 31, 2003	INCREASE (DECREASE)
Gas volume - Mcf per day	3,750	3,647	3%
Average gas price - per Mcf	$ 5.99	$ 6.91	(13%)
Oil volume - barrels per day	338	309	9%
Average oil price - per barrel	$ 35.24	$ 33.22	6%
Natural gas liquids (NGL) volume - barrels per day	48	-	-
Average NGL price - per barrel	$ 27.54	-	-

OIL AND GAS SALES

Natural gas sales for the first quarter of 2004 totaled $2.0 million, down 10 percent from the first quarter of 2003. The Partnership's average realized natural gas price for the first quarter of 2004 decreased $.92 per Mcf from the year-earlier period, reducing current sales by approximately $.3 million. Natural gas volumes on a daily basis increased three percent from a year ago as a result of recompletion operations in 2004 and 2003. The Partnership recompleted the South Timbalier 295 A-13 ST1 and Ship Shoal 258 JB #5 wells in February 2004.

The Partnership's crude oil sales for the first quarter of 2004 totaled $1.1 million, a 17 percent increase from the first quarter of 2003. A $2.02 per barrel, or six percent, increase in the Partnership's average realized oil price contributed to the increase in oil revenues. Oil production was nine percent higher than a year ago as recompletions at South Timbalier 295 during the second half of 2003 more than offset natural depletion.

During the fourth quarter of 2003, the Partnership began processing a portion of its natural gas production through on-shore plants operated by third parties. The Partnership sold an average of 48 barrels per day of natural gas liquids from processing gas during the first quarter of 2004.

Declines in oil and gas production can be expected in future periods due to natural depletion. Given the small number of producing wells owned by the Partnership, and the fact that offshore wells tend to decline at a faster rate than onshore wells, the Partnership's future production will be subject to more volatility than those companies with greater reserves and longer-lived properties.

OPERATING EXPENSES

The Partnership's depreciation, depletion and amortization (DD&A) rate, expressed as a percentage of oil and gas sales, was approximately 21 percent during the first quarter of 2004 compared to 23 percent during the same period in 2003. The decline in rate in 2004 reflected higher prices in the current year and reserve additions from recompletions in 2003. During the first quarter, the Partnership recognized $11,922 of accretion expense on the asset retirement obligation.

Lease operating expense (LOE) in the first quarter of 2004 decreased 23 percent from the first quarter of 2003 as a result of lower workover and repair costs in 2004. Administrative expense declined slightly from a year ago to $102,000 for the quarter.

CASH FLOW, LIQUIDITY AND CAPITAL RESOURCES

CAPITAL RESOURCES AND LIQUIDITY

The Partnership's primary capital resource is net cash provided by operating activities, which totaled $2.7 million for the first three months of 2004. Net cash provided by operating activities in the quarter was up 41 percent from a year ago as a result of increases in oil prices, higher oil and natural gas production, and reduced operating costs. Future cash flows will be influenced by fluctuations in product prices, production levels and operating costs.

The Partnership's future financial condition, results of operations and cash from operating activities will largely depend upon prices received for its oil and natural gas production. A substantial portion of the Partnership's production is sold under market-sensitive contracts. Prices for oil and natural gas are subject to fluctuations in response to changes in supply, market uncertainty and a variety of factors beyond the Partnership's control. These factors include worldwide political instability (especially in the Middle East), the foreign supply of oil and natural gas, the price of foreign imports, the level of consumer demand, and the price and availability of alternative fuels. With natural gas accounting for 62 percent of the Partnership's first quarter 2004 production and 62 percent of total proved reserves at December 31, 2003, on an energy equivalent basis, the Partnership is affected more by fluctuations in natural gas prices than in oil prices.

The Partnership's oil and gas reserves and production will also significantly impact future results of operations and cash from operating activities. The Partnership's production is subject to fluctuations in response to remaining quantities of oil and gas reserves, weather, pipeline capacity, consumer demand, mechanical performance and workover, recompletion and drilling activities. Declines in oil and gas production can be expected in future years as a result of normal depletion and the Partnership not participating in acquisition or exploration activities. Based on production estimates from independent engineers and current market conditions, the Partnership expects it will be able to meet its liquidity needs for routine operations in the foreseeable future. The Partnership will reduce capital expenditures and distributions to partners as cash from operating activities decline.

In the event that future short-term operating cash requirements are greater than the Partnership's financial resources, the Partnership may seek short-term, interest-bearing advances from the Managing Partner as needed. The Managing Partner, however, is not obligated to make loans to the Partnership.

On an ongoing basis, the Partnership reviews the possible sale of lower value properties prior to incurring associated dismantlement and abandonment costs.

CAPITAL COMMITMENTS

The Partnership's primary needs for cash are for operating expenses, drilling and recompletion expenditures, future dismantlement and abandonment costs, distributions to Investing Partners, and the purchase of Units offered by Investing Partners under the right of presentment. The Partnership had no outstanding debt or lease commitments at March 31, 2004.

During the first three months of 2004, the Partnership invested $.4 million in oil and gas properties as the Partnership participated in recompletions at South Timbalier Block 295 and Ship Shoal 258. The Partnership is participating in drilling the Ship Shoal 258 JB-6 well which was in-progress at March 31, 2004. Based on information supplied by the operators of the properties, the Partnership anticipates capital expenditures of approximately $1.8 million for the remainder of 2004, primarily for drilling at Ship Shoal 258/259. The Partnership currently plans to participate in drilling six wells in the field in 2004. Such estimates may change based on realized prices, drilling results or changes by the operator to the development plan.

On March 17, 2004, the Partnership paid distributions to Investing Partners totaling $2.1 million, or $2,000 per Investing Partner unit. The Partnership made a cash distribution to Investing Partners during the first quarter of 2003 of $500 per Investing Partner Unit. The amount of future distributions will be dependent on actual and expected production levels, realized and expected oil and gas prices, expected drilling and recompletion

expenditures, and prudent cash reserves for future dismantlement and abandonment costs that will be incurred after the Partnership's reserves are depleted.

As provided in the Amended Partnership Agreement, a first right of presentment offer for 2004 of $11,518 per Unit was offered to Investing Partners in April 2004, based on a valuation date of December 31, 2003. The Partnership is not in a position to predict how many Units will be presented for repurchase under the April 2004 offer and cannot, at this time, determine if the Partnership will have sufficient funds available to repurchase any Units. The Investing Partners have until May 21, 2004 to offer their Units under the current right of presentment. 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.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Partnership's major market risk exposure is in the pricing applicable to its oil and gas production. Realized pricing is primarily driven by the prevailing worldwide price for crude oil and spot prices applicable to its natural gas production. Prices received for oil and gas production have been and remain volatile and unpredictable. The Partnership has not used derivative financial instruments or otherwise engaged in hedging activities during 2003 or the first three months of 2004.

The information set forth under "Commodity Risk" in Item 7A of the Partnership's Form 10-K for the year ended December 31, 2003, is incorporated by reference. Information about market risks for the current quarter is not materially different.

ITEM 4 - CONTROLS AND PROCEDURES

G. Steven Farris, the Managing Partner's President, Chief Executive Officer and Chief Operating Officer, and Roger B. Plank, the Managing Partner's Executive Vice President and Chief Financial Officer, evaluated the effectiveness of the Partnership's disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation and as of the date of that evaluation, these officers concluded that the Partnership's disclosure controls to be effective, providing effective means to insure that information it is required to disclose under applicable laws and regulations is recorded, processed, summarized and reported in a timely manner. Also, no significant changes were made in the Partnership's internal controls over financial reporting during the fiscal quarter ending March 31, 2004 that have materially affected, or are reasonably likely to materially affect, the Partnership's internal control over financial reporting.

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, the market prices of oil and gas, 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. Fluctuations in oil and gas prices, or a prolonged period of low prices, may substantially adversely affect the Partnership's financial position, results of operations and cash flows.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 2. CHANGES IN SECURITIES, USE OF PROCEEDS AND ISSUER PURCHASES OF EQUITY 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

31.1 - Certification of Chief Executive Officer

31.2 - Certification of Chief Financial Officer

32.1 - Certification of Chief Executive Officer and Chief Financial Officer

b. Reports filed 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 7, 2004	/s/ Roger B. Plank -- Roger B. Plank Executive Vice President and Chief Financial Officer
Dated: May 7, 2004	/s/ Thomas L. Mitchell -- Thomas L. Mitchell Vice President and Controller (Chief Accounting Officer)

INDEX TO EXHIBITS

31.1 - Certification of Chief Executive Officer

31.2 - Certification of Chief Financial Officer

32.1 - Certification of Chief Executive Officer and Chief Financial Officer

EXHIBIT 31.1

CERTIFICATIONS

I, G. Steven Farris, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Apache Offshore Investment Partnership;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information ; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ G. Steven Farris

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G. Steven Farris
President, Chief Executive Officer and
Chief Operating Officer
of Apache Corporation, General Partner

Date: May 7, 2004

EXHIBIT 31.2

CERTIFICATIONS

I, Roger B. Plank, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Apache Offshore Investment Partnership;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Roger B. Plank

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Roger B. Plank
Executive Vice President and Chief Financial Officer
of Apache Corporation, General Partner

Date: May 7, 2004

EXHIBIT 32.1

APACHE OFFSHORE INVESTMENT PARTNERSHIP
BY APACHE CORPORATION, GENERAL PARTNER

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
AND CHIEF FINANCIAL OFFICER

I, G. Steven Farris, certify that the Quarterly Report of Apache Offshore Investment Partnership on Form 10-Q for the quarterly period ending March 31, 2004, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. Section 78m or Section 78o (d)) and that information contained in such report fairly represents, in all material respects, the financial condition and results of operations of Apache Offshore Investment Partnership.

/s/ G. Steven Farris
- ---------------------------------
By: G. Steven Farris
Title: President, Chief Executive Officer
and Chief Operating Officer of
Apache Corporation, General Partner

I, Roger B. Plank, certify that the Quarterly Report of Apache Offshore Investment Partnership on Form 10-Q for the quarterly period ending March 31, 2004, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. Section 78m or Section 78o (d)) and that information contained in such report fairly represents, in all material respects, the financial condition and results of operations of Apache Offshore Investment Partnership.

/s/ Roger B. Plank
- -------------------------------
By: Roger B. Plank
Title: Executive Vice President
and Chief Financial Officer of
Apache Corporation, General Partner