

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)

FEBRUARY 6, 1997

Halliburton Company
(Exact name of registrant as specified in its charter)

State or other
jurisdiction
of incorporation

Commission
File Number

IRS Employer
Identification
Number

Delaware

1-3492

No. 75-2677995

3600 Lincoln Plaza
500 North Akard Street
Dallas, Texas 75201-3391
(Address of principal executive offices)

Registrant's telephone number,
including area code - 214/978-2600

Page 1 of 6 Pages
The Exhibit Index Appears on Page 4

INFORMATION TO BE INCLUDED IN REPORT

Item 5. Other Events

The registrant may, at its option, report under this item any events, with respect to which information is not otherwise called for by this form, that the registrant deems of importance to security holders.

On February 6, 1997, registrant issued a press release entitled Halliburton \$125 Million Notes Offering pertaining, among other things, to an announcement that an offering of \$125 million principal amount 6.75% notes due February 1, 2027 under registrant's medium-term note program was underwritten by Merrill Lynch & Co., Lehman Brothers, Morgan Stanley & Co. Incorporated and NationsBanc Capital Markets, Inc. The notes were priced at 99.781%, to yield 6.781% to maturity.

The foregoing summary is subject to the full text of the press release with respect thereto, a copy of which is attached hereto as Exhibit 20, which exhibit is incorporated herein by reference.

Item 7. Financial Statements and Exhibits

List below the financial statements, pro forma financial information and exhibits, if any, filed as part of this report.

(c) Exhibits.

Exhibit 20 - Press release dated February 6, 1997.

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.

HALLIBURTON COMPANY

Date: February 7, 1997

By: /s/ Susan S. Keith

Susan S. Keith
Vice President, Secretary and
Corporate Counsel

EXHIBIT INDEX

Exhibit Number	Description	Sequentially Numbered Page
20	Press Release of February 6, 1997 Incorporated by Reference	5 of 6

HALLIBURTON \$125 MILLION NOTES OFFERING

DALLAS, Texas -- An offering of \$125 million principal amount Halliburton Company (NYSE-HAL) 6.75% notes due February 1, 2027 under the company's medium-term note program was underwritten today by Merrill Lynch & Co., Lehman Brothers, Morgan Stanley & Co. Incorporated and NationsBanc Capital Markets, Inc.

The notes were priced at 99.781%, to yield 6.781% to maturity. The notes may not be redeemed at the option of Halliburton prior to maturity. Each holder of the notes has the right to require the company to repay such holder's notes, in whole or in part, on February 1, 2007. There is no sinking fund applicable to the notes.

The net proceeds from the sale of the notes will be added to Halliburton's general funds and used for general corporate purposes which may include repayment of debt, acquisitions, and loans and advances to and/or investments in subsidiaries of the company for working capital, repayment of debt and capital expenditures. If Halliburton's previously announced tender offer for the outstanding capital stock of OGC International plc is consummated, all or part of the purchase price for the shares will be funded from the net proceeds from the sale of the notes.

Page 5 of 6 Pages
The Exhibit Index Appears on Page 4

Halliburton Company is one of the world's largest diversified energy services, engineering, maintenance, and construction companies. Founded in 1919, Halliburton provides a broad range of energy services and products, industrial and marine engineering and construction services.

#

Page 6 of 6 Pages
The Exhibit Index Appears on Page 4