

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)

DECEMBER 23, 1996

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

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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 December 23, 1996, registrant issued a press release entitled Halliburton Acknowledges Potential Acquisition pertaining, among other things, to an announcement that registrant acknowledged that it is in discussions with OGC International plc concerning a possible acquisition of OGC by registrant.

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 December 23, 1996.

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: December 27, 1996

By: /s/ DAVID J. LESAR

David J. Lesar
Executive Vice President and
Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number -----	Description -----	Sequentially Numbered Page -----
20	Press Release of December 23, 1996 Incorporated by Reference	5 of 5

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FOR IMMEDIATE RELEASE

December 23,1996

Contact -- Steve Moore
Investor Relations
(214) 978-2696

HALLIBURTON ACKNOWLEDGES POTENTIAL ACQUISITION

DALLAS, Texas -- Halliburton Company (NYSE: HAL)acknowledges that it is in discussions with OGC International plc, a U.K. company traded on the London Stock Exchange, concerning a possible acquisition by Halliburton of OGC. OGC and Halliburton announced these discussions earlier today in the U.K.

OGC provides a variety of engineering, operations and maintenance services to the petroleum industry, primarily in the North Sea. In 1995 it had revenues of 233 million U.K. Pounds (\$385 million) and pre-tax profit of 14.2 million U.K. Pounds (\$23.5 million). For the first six months ended June 30, 1996, OGC had revenues of 91 million U.K. Pounds (\$150 million) and pre-tax profit of 2.7 million U.K. Pounds (\$4.5 million). As of June 30, 1996, OGC had total shareholders' equity of 37 million U.K. Pounds (\$61 million).

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

A further announcement will be made when appropriate.

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