

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1
to
Form S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HALLIBURTON COMPANY
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

75-2677995
(I.R.S. Employer
Identification No.)

3600 Lincoln Plaza
500 N. Akard St.
Dallas, Texas 75201
(Address of principal executive offices)

HALLIBURTON COMPANY
1993 STOCK AND LONG-TERM INCENTIVE PLAN
(Full title of the plan)

LESTER L. COLEMAN
EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL
HALLIBURTON COMPANY
3600 Lincoln Plaza
500 N. Akard St.
Dallas, Texas 75201
(Name and address of agent for service)

(214) 978-2600
(Telephone number, including area code, of agent for service)

This post-effective amendment is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "Securities Act"), to reflect the adoption by Halliburton Company, a Delaware corporation (now Halliburton Energy Services, Inc.) (the "Company"), of a holding company form of organizational structure. The holding company organizational structure was implemented by the merger (the "Merger") of Halliburton Merge Co., a Delaware corporation, with and into the Company, with the Company being the surviving corporation, in accordance with Section 251(g) of the Delaware General Corporation Law. In the Merger, which was consummated at 11:30 a.m., Eastern Standard Time, on December 12, 1996 (the "Effective Time"), each share of the common stock of the Company issued and outstanding or held in its treasury was converted into one share of common stock of Halliburton Hold Co., a Delaware corporation (the "Registrant"), the Registrant became the holding company for the Company and its operating subsidiaries and the Company became an indirect wholly-owned subsidiary of the Registrant. At the Effective Time, the name of the Company was changed to Halliburton Energy Services, Inc. and shortly after the Effective Time, the name of the Registrant was changed to Halliburton Company.

In accordance with Rule 414, the Registrant, as the successor issuer, hereby expressly adopts this Registration Statement, as well as the plan to which it relates, of the Company as its own for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The registration fees were paid at the time of the original filing of this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, heretofore filed with the SEC by the Registrant pursuant to the Exchange Act, are incorporated herein by reference.

(a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 1996;

(b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1997;

(c) The Registrant's Current Reports on Form 8-K dated January 13, 1997, January 22, 1997, January 29, 1997, February 6, 1997, February 11, 1997 (two reports), February 20, 1997, March 3, 1997, March 14, 1997, March 27, 1997, April 23, 1997 and May 7, 1997 (two reports); and

(d) The description of the Common Stock and the Preferred Stock Purchase Rights contained in the Registration Statement on Form 8-B dated December 12, 1996.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of the State of Delaware (the "DGCL") generally gives a corporation the power to indemnify any of its officers or directors against certain expenses (including attorneys' fees), judgments, fines and amounts paid in settlement in connection with certain threatened, pending or completed actions, suits or proceedings provided generally that such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the interests of the corporation, and, with respect to any criminal action or proceeding, had no reason to believe his conduct was unlawful.

Article TENTH of the Registrant's Certificate of Incorporation, as amended, traces substantially all of the language of Section 145 of the DGCL. Such Article provides that the Registrant shall indemnify officers, directors, employees and agents of the Registrant in those instances and under circumstances where indemnification is authorized under said statute.

Provisions of the Registrant's By-laws, as amended, also provide generally that while serving as a director or officer of the Registrant such director or officer shall be indemnified and held harmless to the fullest extent authorized by the DGCL, as the same exists or as it may hereafter be amended.

The Registrant has entered into indemnification agreements with each of its directors which provide for indemnification as permitted by the DGCL, and provide that the Registrant will pay certain expenses incurred by a director in connection with any threatened, pending or completed action, suit or proceeding, whether criminal or civil, where the director's involvement is by reason of the fact that he is or was a director of the Registrant. Such amounts include attorneys' fees and other expenses customarily incurred in connection with legal proceedings and, in the case of proceedings other than actions by or in the name of the Registrant, judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred. A director will be entitled to indemnification under such agreements if he acted in good faith and in a manner which he reasonably believed was in, or not opposed to, the best interests of the Registrant, and with respect to any criminal proceeding, had no reason to believe his conduct was unlawful.

Article FIFTEENTH of the Registrant's Certificate of Incorporation, as amended, generally provides that a director of the Registrant shall not be liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty, except for any matter under Section 174 of the DGCL or any amendment thereto or by reason that, in addition to any and all other requirements for such liability, such director (i) shall have breached the duty of loyalty to the Registrant or its stockholders, (ii) in acting or failing to act, shall not have acted in good faith or shall have acted in a manner involving intentional misconduct or a knowing violation of law or (iii) shall have derived an improper personal benefit.

The Registrant provides liability insurance for its directors and officers for certain losses arising from claims or charges which may be made against them while acting in their capacities as directors or officers of the Registrant.

Item 8. Exhibits.

4.1 Certificate of Incorporation, as amended, filed with the Secretary of State of the State of Delaware (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form 8-B dated December 12, 1996, File No. 1-03492).

4.2 By-laws of the Registrant, as amended (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form 8-B dated December 12, 1996, File No. 1-03492).

4.3 Rights Agreement dated as of December 1, 1996, between the Registrant and ChaseMellon Shareholder Services, L.L.C., as Rights Agent (incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form 8-B dated December 12, 1996, File No. 1-03492).

5 Opinion of Vinson & Elkins L.L.P. as to the legality of the securities being registered.

23.1 Consent of Arthur Andersen LLP.

23.2 Consent of Vinson & Elkins L.L.P. included in the opinion filed as Exhibit 5 to this Registration Statement.

24 Powers of attorney authorizing certain officers to sign this Registration Statement and amendments thereto on behalf of directors.

Item 9. Undertakings.

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on this the 15th day of May, 1997.

HALLIBURTON COMPANY

By /s/ RICHARD B. CHENEY

Richard B. Cheney
Chairman of the Board, President
and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
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/s/ RICHARD B. CHENEY ----- Richard B. Cheney	Chairman of the Board, President and Chief Executive Officer and Director (Principal Executive Officer)	May 15, 1997
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/s/ DAVID J. LESAR ----- David J. Lesar	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 15, 1997
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/s/ R. CHARLES MUCHMORE	Vice President and Controller	May 15, 1997
-----	(Principal Accounting Officer)	
R. Charles Muchmore		
* ANNE L. ARMSTRONG	Director	May 15, 1997

Anne L. Armstrong		
* LORD CLITHEROE	Director	May 15, 1997

Lord Clitheroe		
* ROBERT L. CRANDALL	Director	May 15, 1997

Robert L. Crandall		
* W. R. HOWELL	Director	May 15, 1997

W. R. Howell		
* DALE P. JONES	Director	May 15, 1997

Dale P. Jones		
* DELANO E. LEWIS	Director	May 15, 1997

Delano E. Lewis		
* C. J. SILAS	Director	May 15, 1997

C. J. Silas		
* ROGER T. STAUBACH	Director	May 15, 1997

Roger T. Staubach		
* RICHARD J. STEGEMEIER	Director	May 15, 1997

Richard J. Stegemeier		
* E. L. WILLIAMSON	Director	May 15, 1997

E. L. Williamson		

*By: /s/ SUSAN S. KEITH

Susan S. Keith
Pursuant to
Power of Attorney

Date: May 15, 1997

INDEX TO EXHIBITS

Exhibit No.	Description	Page No.
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**4.2	By-laws of the Registrant, as amended (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form 8-B dated December 12, 1996, File No. 1-03492).	
**4.3	Rights Agreement dated as of December 1, 1996, between the Registrant and ChaseMellon Shareholder Services, L.L.C., as Rights Agent (incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form 8-B dated December 12, 1996, File No. 1-03492).	
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* Filed herewith.

** Previously filed.

[LETTERHEAD OF VINSON & ELKINS L.L.P. APPEARS HERE]

May 15, 1997

Halliburton Company
3600 Lincoln Plaza
500 North Akard Street
Dallas, Texas 75201-3391

Gentlemen:

We have acted as counsel for Halliburton Company, a Delaware corporation (the "Company"), for a number of years and are familiar with the Halliburton Company 1993 Stock and Long-Term Incentive Plan (the "Plan"), pursuant to which shares of Common Stock, \$2.50 par value ("Common Stock"), of the Company will be issued to certain key employees of the Company and its subsidiaries. We have assisted in the preparation of the Plan and the Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (the "Amendment") to be filed pursuant to the Securities Act of 1933, as amended, on or about May 15, 1997 with the Securities and Exchange Commission by the Company with respect to the offering, sale and delivery of shares of Common Stock and Preferred Stock Purchase Rights of the Company to be issued under the Plan. We note that the Plan is not subject to the requirements of the Employee Retirement Income Security Act of 1974, as amended.

In this connection, we have examined such certificates, documents and records as we deemed relevant and necessary as a basis of our opinions hereinafter set forth, including among other things, the Plan and copies of relevant resolutions passed by the board of directors and stockholders of the Company. The Plan provides that shares of Common Stock to be issued thereunder may be authorized but unissued Common Stock or Common Stock previously issued, reacquired and held in treasury by the Company.

Based upon the foregoing, we are of the opinion that the shares of Common Stock to be issued pursuant to various awards under the Plan have been duly authorized and, (a) upon compliance by the Company with the pertinent provisions of any applicable state securities laws and (b) when the shares of Common Stock are issued and paid for in accordance with the terms of the Plan and any stock option, restricted stock or other agreement pursuant to which such shares may be issued under the Plan, such shares of Common Stock will be validly issued, fully paid and nonassessable and any related Preferred Stock Purchase Rights shall be validly issued.

Halliburton Company
May 15, 1997
Page 2

This opinion is rendered as of the effective date of the Amendment. We hereby consent to the filing of this opinion as an exhibit to the Amendment, but we do not admit that we are within the class of persons whose consent is required under Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

VINSON & ELKINS L.L.P.

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in registration statement No. 33-54881 of our report dated January 22, 1997 included in Halliburton Company's Form 10-K for the year ended December 31, 1996 and to all references to our Firm included in this registration statement.

/s/ Arthur Andersen LLP

ARTHUR ANDERSEN LLP

Dallas, Texas
May 15, 1997

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, a Director of Halliburton Company, do hereby constitute and appoint Richard B. Cheney, David J. Lesar and Susan S. Keith, or any of them acting alone, my true and lawful attorneys or attorney, to do any and all acts and things and execute any and all instruments which said attorneys or attorney may deem necessary or advisable to enable Halliburton Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under said Securities Act of 1933, as amended, of shares of the Common Stock of Halliburton Company, par value \$2.50 per share, to be sold and offered for sale pursuant to the terms of the 1993 Stock and Long-Term Incentive Plan of Halliburton Company, as amended and as the same may be from time to time amended, including specifically, but without limitation thereof, power and authority to sign my name as Director of Halliburton Company to any registration statements and applications and statements to be filed with the Securities and Exchange Commission in respect of said shares of Common Stock and all amendments thereto, including without limitation post-effective amendments thereto, and to any instruments or documents filed as a part of or in connection therewith; and I hereby ratify and confirm all that said attorneys or attorney shall do or cause to be done by virtue hereof.

IN TESTIMONY HEREOF, witness my hand this 20th day of February, 1997.

/s/ Anne L. Armstrong

Anne L. Armstrong

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, a Director of Halliburton Company, do hereby constitute and appoint Richard B. Cheney, David J. Lesar and Susan S. Keith, or any of them acting alone, my true and lawful attorneys or attorney, to do any and all acts and things and execute any and all instruments which said attorneys or attorney may deem necessary or advisable to enable Halliburton Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under said Securities Act of 1933, as amended, of shares of the Common Stock of Halliburton Company, par value \$2.50 per share, to be sold and offered for sale pursuant to the terms of the 1993 Stock and Long-Term Incentive Plan of Halliburton Company, as amended and as the same may be from time to time amended, including specifically, but without limitation thereof, power and authority to sign my name as Director of Halliburton Company to any registration statements and applications and statements to be filed with the Securities and Exchange Commission in respect of said shares of Common Stock and all amendments thereto, including without limitation post-effective amendments thereto, and to any instruments or documents filed as a part of or in connection therewith; and I hereby ratify and confirm all that said attorneys or attorney shall do or cause to be done by virtue hereof.

IN TESTIMONY HEREOF, witness my hand this 20th day of February, 1997.

/s/ Lord Clitheroe

Lord Clitheroe

POWER OF ATTORNEY

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IN TESTIMONY HEREOF, witness my hand this 20th day of February, 1997.

/s/Robert L. Crandall

Robert L. Crandall

POWER OF ATTORNEY

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IN TESTIMONY HEREOF, witness my hand this 20th day of February, 1997.

/s/ W. R. Howell

W. R. Howell

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, a Director of Halliburton Company, do hereby constitute and appoint Richard B. Cheney, David J. Lesar and Susan S. Keith, or any of them acting alone, my true and lawful attorneys or attorney, to do any and all acts and things and execute any and all instruments which said attorneys or attorney may deem necessary or advisable to enable Halliburton Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under said Securities Act of 1933, as amended, of shares of the Common Stock of Halliburton Company, par value \$2.50 per share, to be sold and offered for sale pursuant to the terms of the 1993 Stock and Long-Term Incentive Plan of Halliburton Company, as amended and as the same may be from time to time amended, including specifically, but without limitation thereof, power and authority to sign my name as Director of Halliburton Company to any registration statements and applications and statements to be filed with the Securities and Exchange Commission in respect of said shares of Common Stock and all amendments thereto, including without limitation post-effective amendments thereto, and to any instruments or documents filed as a part of or in connection therewith; and I hereby ratify and confirm all that said attorneys or attorney shall do or cause to be done by virtue hereof.

IN TESTIMONY HEREOF, witness my hand this 19th day of February, 1997.

/s/ Dale P. Jones

Dale P. Jones

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, a Director of Halliburton Company, do hereby constitute and appoint Richard B. Cheney, David J. Lesar and Susan S. Keith, or any of them acting alone, my true and lawful attorneys or attorney, to do any and all acts and things and execute any and all instruments which said attorneys or attorney may deem necessary or advisable to enable Halliburton Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under said Securities Act of 1933, as amended, of shares of the Common Stock of Halliburton Company, par value \$2.50 per share, to be sold and offered for sale pursuant to the terms of the 1993 Stock and Long-Term Incentive Plan of Halliburton Company, as amended and as the same may be from time to time amended, including specifically, but without limitation thereof, power and authority to sign my name as Director of Halliburton Company to any registration statements and applications and statements to be filed with the Securities and Exchange Commission in respect of said shares of Common Stock and all amendments thereto, including without limitation post-effective amendments thereto, and to any instruments or documents filed as a part of or in connection therewith; and I hereby ratify and confirm all that said attorneys or attorney shall do or cause to be done by virtue hereof.

IN TESTIMONY HEREOF, witness my hand this 20th day of February, 1997.

/s/ Delano E. Lewis

Delano E. Lewis

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, a Director of Halliburton Company, do hereby constitute and appoint Richard B. Cheney, David J. Lesar and Susan S. Keith, or any of them acting alone, my true and lawful attorneys or attorney, to do any and all acts and things and execute any and all instruments which said attorneys or attorney may deem necessary or advisable to enable Halliburton Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under said Securities Act of 1933, as amended, of shares of the Common Stock of Halliburton Company, par value \$2.50 per share, to be sold and offered for sale pursuant to the terms of the 1993 Stock and Long-Term Incentive Plan of Halliburton Company, as amended and as the same may be from time to time amended, including specifically, but without limitation thereof, power and authority to sign my name as Director of Halliburton Company to any registration statements and applications and statements to be filed with the Securities and Exchange Commission in respect of said shares of Common Stock and all amendments thereto, including without limitation post-effective amendments thereto, and to any instruments or documents filed as a part of or in connection therewith; and I hereby ratify and confirm all that said attorneys or attorney shall do or cause to be done by virtue hereof.

IN TESTIMONY HEREOF, witness my hand this 20 day of February, 1997.

/s/ C. J. Silas

C. J. Silas

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, a Director of Halliburton Company, do hereby constitute and appoint Richard B. Cheney, David J. Lesar and Susan S. Keith, or any of them acting alone, my true and lawful attorneys or attorney, to do any and all acts and things and execute any and all instruments which said attorneys or attorney may deem necessary or advisable to enable Halliburton Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under said Securities Act of 1933, as amended, of shares of the Common Stock of Halliburton Company, par value \$2.50 per share, to be sold and offered for sale pursuant to the terms of the 1993 Stock and Long-Term Incentive Plan of Halliburton Company, as amended and as the same may be from time to time amended, including specifically, but without limitation thereof, power and authority to sign my name as Director of Halliburton Company to any registration statements and applications and statements to be filed with the Securities and Exchange Commission in respect of said shares of Common Stock and all amendments thereto, including without limitation post-effective amendments thereto, and to any instruments or documents filed as a part of or in connection therewith; and I hereby ratify and confirm all that said attorneys or attorney shall do or cause to be done by virtue hereof.

IN TESTIMONY HEREOF, witness my hand this 20th day of February, 1997.

/s/ Roger T. Staubach

Roger T. Staubach

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, a Director of Halliburton Company, do hereby constitute and appoint Richard B. Cheney, David J. Lesar and Susan S. Keith, or any of them acting alone, my true and lawful attorneys or attorney, to do any and all acts and things and execute any and all instruments which said attorneys or attorney may deem necessary or advisable to enable Halliburton Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under said Securities Act of 1933, as amended, of shares of the Common Stock of Halliburton Company, par value \$2.50 per share, to be sold and offered for sale pursuant to the terms of the 1993 Stock and Long-Term Incentive Plan of Halliburton Company, as amended and as the same may be from time to time amended, including specifically, but without limitation thereof, power and authority to sign my name as Director of Halliburton Company to any registration statements and applications and statements to be filed with the Securities and Exchange Commission in respect of said shares of Common Stock and all amendments thereto, including without limitation post-effective amendments thereto, and to any instruments or documents filed as a part of or in connection therewith; and I hereby ratify and confirm all that said attorneys or attorney shall do or cause to be done by virtue hereof.

IN TESTIMONY HEREOF, witness my hand this 20th day of February, 1997.

/s/ Richard J. Stegemeier

Richard J. Stegemeier

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, a Director of Halliburton Company, do hereby constitute and appoint Richard B. Cheney, David J. Lesar and Susan S. Keith, or any of them acting alone, my true and lawful attorneys or attorney, to do any and all acts and things and execute any and all instruments which said attorneys or attorney may deem necessary or advisable to enable Halliburton Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under said Securities Act of 1933, as amended, of shares of the Common Stock of Halliburton Company, par value \$2.50 per share, to be sold and offered for sale pursuant to the terms of the 1993 Stock and Long-Term Incentive Plan of Halliburton Company, as amended and as the same may be from time to time amended, including specifically, but without limitation thereof, power and authority to sign my name as Director of Halliburton Company to any registration statements and applications and statements to be filed with the Securities and Exchange Commission in respect of said shares of Common Stock and all amendments thereto, including without limitation post-effective amendments thereto, and to any instruments or documents filed as a part of or in connection therewith; and I hereby ratify and confirm all that said attorneys or attorney shall do or cause to be done by virtue hereof.

IN TESTIMONY HEREOF, witness my hand this 20th day of February, 1997.

/s/ E. L. Williamson

E. L. Williamson