

SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549  
 -----  
 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)

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$2.50 par value (including Preferred Stock Purchase Rights)	12,288,200 shares(1)	\$54.34375(2)	\$667,786,869(2)	\$202,360

(1) Also registered hereby are an indeterminate number of shares (including Preferred Stock Purchase Rights) as may become issuable because of provisions of the Plan relating to adjustments for changes resulting from stock splits, stock dividends and similar transactions. (2) Estimated solely for the purpose of calculating the registration fee for the securities to be registered hereby on the basis of the average of the high and low prices of the Common Stock of the Company reported in the consolidated reporting system on November 19, 1997. Pursuant to Rule 429, the Prospectus relating to this Registration Statement also relates to an earlier Registration Statement filed for offerings under the Registrant's 1993 Stock and Long-Term Incentive Plan (Registration No. 33-54881). As of November 12, 1997, approximately 1,506,136 shares remain available on a split-adjusted basis under such prior Registration Statement, for which shares an aggregate registration fee of approximately \$8,494 was paid.

INCORPORATION OF EARLIER REGISTRATION STATEMENT BY REFERENCE

The contents of the earlier Registration Statement (No. 33-54881) and Post-Effective Amendment No. 1 thereto are incorporated by reference into this 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 Reports on Form 10-Q for the quarters ended March 31, 1997, June 30, 1997 and September 30, 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, May 7, 1997 (two reports), May 20, 1997, May 21, 1997, May 28, 1997, May 29, 1997, June 2, 1997, June 10, 1997 (two reports), July 1, 1997, July 2, 1997 (two reports), July 8, 1997, July 14, 1997, July 17, 1997, July 18, 1997, July 23, 1997, July 25, 1997, July 31, 1997 (two reports), August 5, 1997, August 29, 1997, September 30, 1997, October 20, 1997, October 22, 1997 and October 30, 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 8. Exhibits.

4.1 Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to Registrant's Registration Statement on Form S-3 (File No. 333-32731) filed with the Securities and Exchange Commission on August 1, 1997).

4.2 Registrant's By-laws, as amended (incorporated by reference to Exhibit 3.2 to Registrant's Registration Statement on Form S-3 (File No. 333-32731) filed with the Securities and Exchange Commission on August 1, 1997).

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. (set forth in Exhibit 5).

24 Powers of Attorney (incorporated by reference to Exhibit 24 to Registrant's Post-Effective Amendment No. 1 on Form S-8 (File No. 33-54881) filed with the Securities and Exchange Commission on May 16, 1997).

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 20th day of November, 1997.

HALLIBURTON COMPANY

By /s/ RICHARD B. CHENEY

-----  
Richard B. Cheney  
Chairman of the Board 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
/s/ RICHARD B. CHENEY ----- Richard B. Cheney	Chairman of the Board and Chief Executive Officer and Director (Principal Executive Officer)	November 20, 1997
/s/ GARY V. MORRIS ----- Gary V. Morris	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	November 20, 1997
/s/ R. CHARLES MUCHMORE, JR. R. Charles Muchmore, Jr.	Vice President and Controller (Principal Accounting Officer)	November 20, 1997
* ANNE L. ARMSTRONG Anne L. Armstrong	Director	
* LORD CLITHEROE Lord Clitheroe	Director	
* ROBERT L. CRANDALL Robert L. Crandall	Director	
* W. R. HOWELL W. R. Howell	Director	
* DALE P. JONES Dale P. Jones	Director	
* DELANO E. LEWIS Delano E. Lewis	Director	

\* C. J. SILAS  
C. J. Silas

Director

\* ROGER T. STAUBACH  
Roger T. Staubach

Director

\* RICHARD J. STEGEMEIER  
Richard J. Stegemeier

Director

\*By: /s/ SUSAN S. KEITH  
Susan S. Keith  
Pursuant to  
Power of Attorney

Date: November 20, 1997

INDEX TO EXHIBITS

Exhibit No.	Description	Sequentially Numbered Page
*4.1	Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to Registrant's Registration Statement on Form S-3 (File No. 333-32731) filed with the Securities and Exchange Commission on August 1, 1997).	
*4.2	Registrant's By-laws, as amended (incorporated by reference to Exhibit 3.2 to Registrant's Registration Statement on Form S-3 (File No. 333-32731) filed with the Securities and Exchange Commission on August 1, 1997).	
*4.3	Restated 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.	6
**23.1	Consent of Arthur Andersen LLP.	8
**23.2	Consent of Vinson & Elkins L.L.P. (set forth in Exhibit 5).	6
*24	Powers of Attorney (incorporated by reference to Exhibit 24 to Registrant's Post-Effective Amendment No. 1 on Form S-8 (File No. 33-54881) filed with the Securities and Exchange Commission on May 16, 1997).	
* Previously filed.		
**Filed herewith.		

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

November 11, 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 this Registration Statement on Form S-8 to be filed pursuant to the Securities Act of 1933, as amended, on or about November 20, 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, which Registration Statement incorporates by reference the contents of the Company's earlier Registration Statement on Form S-8 (Securities and Exchange Commission File No. 333-54881). 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

6

Halliburton Company  
 Page 2  
 November 11, 1997

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.

This opinion is rendered as of the effective date of the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement, 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 &amp; Elkins L.L.P.

VINSON &amp; ELKINS L.L.P.

7

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this S-8 registration statement 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

November 20, 1997