

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)

MAY 21, 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. 73-0271280

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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The Exhibit Index appears on Page 4

INFORMATION TO BE INCLUDED IN REPORT

Item 5. Other Events

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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 May 21, 1996, registrant issued a press release entitled 1996 Shareholders' Meeting and Second Quarter Dividend pertaining, among other things, to an announcement that at registrant's annual meeting the shareholders elected all ten nominees to the board of directors and ratified the appointment of Arthur Andersen LLP to audit registrant's financial statements for the year 1996. Registrant's shareholders also approved a proposal to amend registrant's 1993 stock and long term incentive plan. Registrant's board of directors declared a second quarter dividend of 25 cents per share of the common stock, payable June 26, 1996 to shareholders of record at the close of business June 5, 1996.

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

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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 May 21, 1996  
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The Exhibit Index appears on Page 4

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: May 21, 1996

By: \_\_\_\_\_  
Robert M. Kennedy  
Vice President - Legal

EXHIBIT INDEX

Exhibit Number	Description	Sequentially Numbered Page
20	Press Release of May 21, 1996 Incorporated by Reference	5 of 5

FOR IMMEDIATE RELEASE  
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May 21, 1996

Contact - Guy T. Marcus  
Vice President-Inv. Rel.  
(214) 978-2691

1996 SHAREHOLDERS' MEETING AND SECOND QUARTER DIVIDEND  
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DALLAS, Texas -- At Halliburton Company's (NYSE-HAL) annual meeting in Dallas today, the company's shareholders elected all ten nominees to the board of directors and ratified the appointment of Arthur Andersen LLP to audit the company's financial statements for the year 1996. Also, Halliburton's shareholders approved a proposal to amend Halliburton's 1993 stock and long term incentive plan.

At the board of directors meeting following the shareholders meeting, the board declared a second quarter dividend of 25 cents per share of the common stock, payable June 26, 1996 to shareholders of record at the close of business June 5, 1996.

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.

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