

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)

MARCH 27, 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

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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 March 27, 1997, registrant issued a press release entitled Halliburton's Offer to Acquire OGC Accepted pertaining, among other things, to an announcement that 97.4% of the holders of outstanding shares of OGC International plc have accepted registrant's offer to purchase all of the outstanding shares of OGC. Registrant will pay 1.193 UK pounds (\$1.94) for each OGC share on April 3, 1997. Although the offer remains open until further notice, any remaining shares of OGC will be acquired by Halliburton pursuant to UK law which allows compulsory acquisition of such shares on the same terms as the offer. The total purchase price will be approximately \$118 million.

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 March 27, 1997.

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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: March 27, 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 March 27, 1997 Incorporated by Reference	5 of 5

FOR IMMEDIATE RELEASE
March 27, 1997

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

HALLIBURTON'S OFFER TO ACQUIRE OGC ACCEPTED

DALLAS, Texas -- Halliburton Company (NYSE-HAL) announced today that holders of 97.4% of the outstanding shares of OGC International plc have accepted Halliburton's offer to purchase all of the outstanding shares of OGC. Such offer is now unconditional and Halliburton will pay 1.193 UK pounds (\$1.94) for each share of OGC on April 3, 1997. Although the offer remains open until further notice, any remaining shares of OGC will be acquired by Halliburton pursuant to UK law which allows compulsory acquisition of such shares on the same terms as the offer. The total purchase price will be approximately \$118 million.

OGC is engaged in providing a variety of engineering, operations and maintenance services, primarily to the North Sea oil and gas production industry. In 1995 OGC had revenues equivalent to \$378.2 million and pre-tax profit equivalent to \$23.1 million. For the six months ended June 30, 1996, the company had revenues equivalent to \$148.1 million and pre-tax profit equivalent to \$4.4 million. At June 30, 1996 OGC had total shareholders' equity equivalent to \$59.9 million.

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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