

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Form S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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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)	18,000,000 shares(1)	\$52.035(2)	\$936,630,000(2)	\$247,271

(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 September 8, 2000. Pursuant to Rule 429, the Prospectus relating to this Registration Statement also relates to earlier Registration Statements filed for offerings under the Registrant's 1993 Stock and Long-Term Incentive Plan (Registration Nos. 333-40717 and 33-54881). As of August 31, 2000, approximately 5,542,293 shares remain available under such prior Registration Statement No. 333-40717, for which shares an aggregate registration fee of approximately \$91,270 was paid.

INCORPORATION OF EARLIER REGISTRATION STATEMENTS BY REFERENCE

The contents of the earlier Registration Statement No. 33-54881, Post-Effective Amendment No. 1 thereto and Registration Statement No. 333-40717 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, 1999;

(b) The Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2000 and June 30, 2000;

(c) The Registrant's Current Reports on Form 8-K dated January 4, 2000; January 23, 2000; January 25, 2000; January 27, 2000 (two reports); February 1, 2000; February 2, 2000; February 16, 2000; February 17, 2000; March 27, 2000; March 31, 2000; April 10, 2000; April 12, 2000; April 17, 2000; April 26, 2000; May 2, 2000; May 16, 2000; July 5, 2000; July 20, 2000; July 25, 2000; July 26, 2000; August 3, 2000; August 9, 2000; August 16, 2000; and August 23, 2000.

(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(a) to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998 (File No. 1-3492)).
- 4.2 Registrant's By-laws, as amended and restated May 16, 2000 (incorporated by reference to Exhibit 3 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000 (File No. 1-3492)).
- 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. 1-3492)).
- 5 Opinion of Bruce A. Metzinger, Senior Counsel of the Registrant, as to the legality of the securities being registered.
- 23.1 Consent of Arthur Andersen LLP.
- 23.2 Consent of PricewaterhouseCoopers.
- 23.3 Consent of Bruce A. Metzinger (included in Exhibit 5).

24.1 Powers of Attorney for the following directors (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):

Lord Clitheroe  
 Robert L. Crandall  
 W. R. Howell  
 C. J. Silas

24.2 Powers of Attorney for the following directors:

Charles J. DiBona  
 Lawrence S. Eagleburger  
 Ray L. Hunt  
 J. Landis Martin  
 Jay A. Precourt

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 11 day of September, 2000.

HALLIBURTON COMPANY

By /s/ David J. Lesar

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 David J. Lesar  
 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
/s/ David J. Lesar ----- David J. Lesar	Chairman of the Board, President and Chief Executive Officer and Director (Principal Executive Officer)	September 11, 2000
/s/ Gary V. Morris ----- Gary V. Morris	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	September 11, 2000
/s/ R. Charles Muchmore, Jr. ----- R. Charles Muchmore, Jr.	Vice President and Controller (Principal Accounting Officer)	September 11, 2000
* LORD CLITHEROE ----- Lord Clitheroe	Director	

\* ROBERT L. CRANDALL Director

-----  
Robert L. Crandall

\* CHARLES J. DIBONA Director

-----  
Charles J. DiBona

\* LAWRENCE S. EAGLEBURGER Director

-----  
Lawrence S. Eagleburger

\* W. R. HOWELL Director

-----  
W. R. Howell

\* RAY L. HUNT Director

-----  
Ray L. Hunt

\* J. LANDIS MARTIN Director

-----  
J. Landis Martin

\* JAY A. PRECOURT Director

-----  
Jay A. Precourt

\* C. J. SILAS Director

-----  
C. J. Silas

\*By: /s/ Susan S. Keith

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Susan S. Keith  
Pursuant to  
Power of Attorney

Date: September 11, 2000

INDEX TO EXHIBITS

Exhibit Description  
No.

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Lord Clitheroe  
Robert L. Crandall  
W. R. Howell  
C. J. Silas
- \*\*24.2 Powers of Attorney for the following directors:  
  
Charles J. DiBona  
Lawrence S. Eagleburger  
Ray L. Hunt  
J. Landis Martin  
Jay A. Precourt

- - - - -  
\* Previously filed.  
\*\* Filed herewith.

## COMPANY LETTERHEAD

September 11, 2000

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

Ladies and Gentlemen:

This opinion of counsel is given in connection with the preparation of the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Halliburton Company (the "Company") with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended. The Registration Statement incorporates by reference the contents of the Company's earlier registration statements on Form S-8 (Securities and Exchange Commission File Nos. 33-54881 and 333-40717). The Registration Statement relates to the offering, sale and delivery of an aggregate of up to 18,000,000 shares of the Company's common stock, par value \$2.50 per share (the "Common Stock") and accompanying Preferred Stock Purchase Rights, pursuant to the Halliburton Company 1993 Stock and Long-Term Incentive Plan (the "Plan").

Before rendering this opinion, I have examined such certificates, instruments and documents, including the Plan and copies of the relevant resolutions passed by the board of directors and stockholders of the Company. The Plan provides that the 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 examination and review, I am of the opinion that the shares of Common Stock to be issued pursuant to various awards under the Plan have been duly authorized and 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.

This opinion is rendered as of the effective date of the Registration Statement. I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Bruce A. Metzinger

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Bruce A. Metzinger  
Senior Counsel and  
Assistant Secretary

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated January 27, 2000 (except with respect to the matters discussed in Note 18, as to which the date is February 16, 2000) included in Halliburton Company's Form 10-K for the year ended December 31, 1999 and to all references to our Firm included in this registration statement.

ARTHUR ANDERSEN LLP  
Dallas, Texas  
September 11, 2000

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated November 26, 1997 relating to the financial statements of Dresser Industries, Inc. and its subsidiaries (not presented separately herein), which appears in Halliburton Company's Annual Report on Form 10-K for the year ended December 31, 1999.

PRICEWATERHOUSECOOPERS LLP  
Dallas, Texas  
September 8, 2000



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 either 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 14th day of June, 2000.

/s/ Charles J. DiBona  
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Charles J. DiBona

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 27th day of June, 2000.

/s/ Lawrence S. Eagleburger  
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Lawrence S. Eagleburger

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 14th day of June, 2000.

/s/ Ray L. Hunt

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Ray L. Hunt

POWER OF ATTORNEY

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IN TESTIMONY HEREOF, witness my hand this 14th day of June, 2000.

/s/ J. Landis Martin

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J. Landis Martin

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 14th day of June, 2000.

/s/ Jay A. Precourt

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Jay A. Precourt