

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 NORTH AKARD STREET
 DALLAS, TEXAS 75201-3391
 (Address of principal executive offices, including zip code)

DRESSER INDUSTRIES, INC. 1982 STOCK OPTION PLAN*

DRESSER INDUSTRIES, INC. 1989 RESTRICTED INCENTIVE STOCK PLAN*

DRESSER INDUSTRIES, INC. 1992 STOCK COMPENSATION PLAN*

STOCK OPTIONS GRANTED BY DRESSER INDUSTRIES, INC. TO THE FOLLOWING FORMER NON-EMPLOYEE DIRECTORS:

SAMUEL B. CASEY, JR., LAWRENCE S. EAGLEBURGER, SYLVIA A. EARLE, RAWLES FULGHAM,
 JOHN A. GAVIN, RAY L. HUNT, J. LANDIS MARTIN, LIONEL H. OLMER, JAY A. PRECOURT,
 RICHARD W. VIESER*

DRESSER INDUSTRIES, INC. DEFERRED COMPENSATION PLAN
 FOR NON-EMPLOYEE DIRECTORS/+/

DRESSER INDUSTRIES, INC. DEFERRED COMPENSATION PLAN/+/

BAROID CORPORATION 1990 LONG TERM PERFORMANCE INCENTIVE PLAN*

WHEATLEY TXT CORPORATION 1990 AMENDED AND RESTATED STOCK OPTION PLAN*

(Full title of the plans)

Copy to:

LESTER L. COLEMAN
 EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL
 HALLIBURTON COMPANY
 3600 LINCOLN PLAZA
 500 NORTH AKARD STREET
 DALLAS, TEXAS 75201-3391
 (Name and address of agent for service)

WILLIAM E. JOOR III
 VINSON & ELKINS L.L.P.
 1001 FANNIN STREET
 2300 FIRST CITY TOWER
 HOUSTON, TEXAS 77002-6760

(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/(1)/	4,023,450 shares/(2)/ 3,300,000 shares/(3)/	\$34.20/(4)/ \$27.84375/(5)/	\$137,601,990/(4)/ \$ 91,884,375/(5)/	\$67,699

(1) This Registration Statement also pertains to rights to purchase shares of Series A Junior Participating Preferred Stock of the Registrant. One right is attached to and trades with each share of Common Stock. Until the occurrence of certain events, the rights are not exercisable and will not

be evidenced or transferred a part from the Common Stock. Any value attributable to such rights is reflected in the market price of the Common Stock.

- (2) Number of shares registered that may be issued pursuant to the Plans identified by an "*"."
- (3) Number of shares registered that may be issued pursuant to the Plans identified by an "+"."
- (4) Estimated, solely for purposes of calculating the registration fee, in accordance with Rule 457(h), based upon the weighted average exercise price of the options granted pursuant to the Plans described in Note 1 above.
- (5) Estimated solely for purposes of calculating the registration fee, in accordance with Rule 457(h), on the basis of the price of securities of the same class, as determined in accordance with Rule 457(c), using the average of the high and low prices reported on the New York Stock Exchange for the Common Stock on October 2, 1998.

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PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents, which have been filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), by Halliburton Company (Exchange Act Registration No. 1-03492), a Delaware corporation (the "Registrant"), are incorporated herein by reference and made a part hereof:

- (a) Annual Report on Form 10-K for the fiscal year ended December 31, 1997;
- (b) Quarterly Reports on Form 10-Q for the quarters ended March 31, 1998 and June 30, 1998;
- (c) Current Reports on Form 8-K filed with the Commission on January 2, 1998; January 28, 1998; February 2, 1998; February 20, 1998; March 2, 1998; March 24, 1998; April 23, 1998; April 23, 1998; May 13, 1998; May 20, 1998; June 2, 1998; June 25, 1998; June 25, 1998; July 9, 1998; July 16, 1998; July 16, 1998; July 21, 1998; July 24, 1998; July 24, 1998; August 24, 1998; September 1, 1998; and October 5, 1998.
- (d) The description of the Common Stock contained in the Registration Statement on Form 8-B filed with the Commission on December 12, 1996.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained herein or in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

The consolidated financial statements included in the Registrant's Annual Reports on Form 10-K incorporated herein by reference have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their reports with respect thereto, and are included herein in reliance upon the authority of said firm as experts in accounting and auditing in giving said reports.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

None.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Under Section 145 of the General Corporation Law of the State of Delaware (the "DGCL"), a Delaware corporation has the power, under specified circumstances, to indemnify its directors, officers, employees and agents in connection with threatened, pending or completed actions, suits or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in right of the corporation), brought against them by reason of the fact that they were or are such directors, officers, employees or agents, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred in any such action, suit or proceeding. Article X of the Registrant's Restated Certificate of Incorporation together with Section 39 of its By-Laws provide for indemnification of each person who is or was made a party to any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding because such person is or was an officer or director of the Registrant or is a person who is or was serving

at the request of the Registrant as a director, officer, employee or agent of another corporation or of a partnership, joint venture trust or other enterprise, including service relating to employee benefit plans, to the fullest extent permitted by the DGCL as it existed at the time the indemnification provisions of the Registrant's Restated Certificate of Incorporation and By-Laws were adopted or as may be thereafter amended. Section 39 of the Registrant's By-Laws and Article X of its Restated Certificate of Incorporation expressly provide that they are not the exclusive methods of indemnification.

Section 39 of the By-Laws provides that the Registrant may maintain insurance, at its own expense, to protect itself and any director, officer, employee or agent of the Registrant or of any other entity against any expense, liability or loss, regardless of whether the Registrant would have the power to indemnify such person against such expense, liability or loss under the DGCL.

Section 102(b)(7) of the DGCL provides that a certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL (relating to liability for unauthorized acquisitions or redemptions of, or dividends on, capital stock) or (iv) for any transaction from which the director derived an improper personal benefit. Article XV of the Registrant's Restated Certificate of Incorporation contains such a provision.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Unless otherwise indicated below as being incorporated by reference to another filing of the Registrant with the Commission, each of the following exhibits is filed herewith:

- 4.1 - Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3(a) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998 (Exchange Act Registration No. 1-03492) filed with the Commission on August 12, 1998).
- 4.2 - By-Laws, as amended, of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-3 (Registration No. 333-32731) filed with the Commission on August 1, 1997).
- 5.1 - Opinion of Vinson & Elkins L.L.P. regarding legality.
- 23.1 - Consent of Arthur Andersen L.L.P.
- 23.2 - Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).
- 24.1 - Powers of Attorney.

UNDERTAKINGS

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:

(a) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(b) To reflect in the prospectus any facts or events arising after the effective date of this 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 this Registration Statement;

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

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

(2) That, for the purpose of determining any liability under the Securities Act, 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.

(4) That, for the purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) 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.

(5) Insofar as indemnification for liabilities arising under the Securities Act 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 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 the 5th day of October, 1998.

HALLIBURTON COMPANY

By: /s/ Richard B. Cheney

Richard B. Cheney
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the 5th day of October, 1998.

Signature	Title
-----	-----

/s/ Richard B. Cheney	Chief Executive Officer and Director
-----	(Principal Executive Officer)
Richard B. Cheney	

/s/ Gary V. Morris	Executive Vice President and Chief
-----	Financial Officer (Principal Financial
Gary V. Morris	Officer)

/s/ Robert Charles Muchmore, Jr.	Vice President, Controller and
-----	Principal Accounting Officer
Robert Charles Muchmore, Jr.	(Principal Accounting Officer)

* William E. Bradford	Chairman of the Board and Director

William E. Bradford	

* Anne L. Armstrong	Director

Anne L. Armstrong	

* Lord Clitheroe	Director

Lord Clitheroe	

* Robert L. Crandall	Director

Robert L. Crandall	

* Charles J. DiBona	Director

Charles J. DiBona	

* W. R. Howell	Director

W.R. Howell	

* Delano E. Lewis	Director

Delano E. Lewis	

* C. J. Silas	Director

C.J. Silas	

* Richard J. Stegemeier	Director

Richard J. Stegemeier	

* Lawrence S. Eagleburger	Director

Lawrence S. Eagleburger	

* Ray L. Hunt	Director

Ray L. Hunt	

* J. Landis Martin	Director

J. Landis Martin	

* Jay A. Precourt Director

Jay A. Precourt

*By:/s/Susan S. Keith

Susan S. Keith
Attorney-in-Fact

EXHIBIT INDEX

Exhibit Number	Description	Sequentially Numbered Page
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4.2	By-Laws, as amended, of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-3 (Registration No. 333-32731) filed with the Commission on August 1, 1997).	
5.1	Opinion of Vinson & Elkins L.L.P. regarding legality.	
23.1	Consent of Arthur Andersen L.L.P.	
23.2	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).	
24.1	Powers of Attorney.	

[VINSON & ELKINS L.L.P. LETTERHEAD]

October 5, 1998

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

Ladies and Gentlemen:

We acted as counsel for Haliburton Company, a Delaware corporation (the "Company"), in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement") relating to the offering and sale of up to 7,323,450 shares (the "Shares") of common stock, par value \$2.50 per share, of the Company pursuant to the plans set forth on the cover of the Registration Statement (collectively, the "Plans").

Before rendering our opinion, we examined the Registration Statement, the Restated Certificate of Incorporation and the By-Laws, as amended, of the Company and certain resolutions of the Board of Directors of the Company.

Based upon the foregoing, we are of the opinion that the Shares to be issued pursuant to the Plans have been validly authorized for issuance and when the Registration Statement has become effective under the Securities Act of 1933, as amended (the "Act"), and the Shares are issued and paid for in accordance with the terms of the appropriate Plan and any underlying agreement, the Shares so issued will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. By giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission issued thereunder. For purposes of this opinion, we assume that the securities to be issued pursuant to the Registration Statement will be issued in compliance with all applicable state securities or Blue Sky laws.

Very truly yours,

/s/ VINSON & ELKINS L.L.P.

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement on Form S-8 of our report, dated January 22, 1998 (except with respect to the matter discussed in Note 17, as to which the date is February 26, 1998) included in Halliburton Company's Form 10-K for the year ended December 31, 1997 and to all references to our firm included in this registration statement.

/s/ Arthur Andersen LLP

ARTHUR ANDERSEN LLP

October 6, 1998
Dallas, Texas

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, a Director of Halliburton Company, do hereby constitute and appoint David J. Lesar, Lester L. Coleman, Gary V. Morris 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 Dresser Industries, Inc. Deferred Compensation Plan for Non-employee Directors, the Dresser Industries, Inc. Stock Based Compensation Arrangement for Non-Employee Directors, the Dresser Industries, Inc. 1982 Stock Option Plan, The 1989 Restricted Incentive Stock Plan, the Dresser Industries, Inc. 1992 Stock Compensation Plan, the Baroid Corporation 1990 Long Term Performance Incentive Plan, the Wheatley TXT Corp. 1990 Stock Option Plan, and the Dresser Industries, Inc. Deferred Compensation Plan, 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 1st day of October, 1998.

/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 David J. Lesar, Lester L. Coleman, Gary V. Morris 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 Dresser Industries, Inc. Deferred Compensation Plan for Non-employee Directors, the Dresser Industries, Inc. Stock Based Compensation Arrangement for Non-Employee Directors, the Dresser Industries, Inc. 1982 Stock Option Plan, The 1989 Restricted Incentive Stock Plan, the Dresser Industries, Inc. 1992 Stock Compensation Plan, the Baroid Corporation 1990 Long Term Performance Incentive Plan, the Wheatley TXT Corp. 1990 Stock Option Plan, and the Dresser Industries, Inc. Deferred Compensation Plan, 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 2nd day of October, 1998.

/s/ William E. Bradford

William E. Bradford

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, a Director of Halliburton Company, do hereby constitute and appoint David J. Lesar, Lester L. Coleman, Gary V. Morris 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 Dresser Industries, Inc. Deferred Compensation Plan for Non-employee Directors, the Dresser Industries, Inc. Stock Based Compensation Arrangement for Non-Employee Directors, the Dresser Industries, Inc. 1982 Stock Option Plan, The 1989 Restricted Incentive Stock Plan, the Dresser Industries, Inc. 1992 Stock Compensation Plan, the Baroid Corporation 1990 Long Term Performance Incentive Plan, the Wheatley TXT Corp. 1990 Stock Option Plan, and the Dresser Industries, Inc. Deferred Compensation Plan, 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 1st day of October, 1998.

/s/ Lord Clitheroe

Lord Clitheroe

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, a Director of Halliburton Company, do hereby constitute and appoint David J. Lesar, Lester L. Coleman, Gary V. Morris 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 Dresser Industries, Inc. Deferred Compensation Plan for Non-employee Directors, the Dresser Industries, Inc. Stock Based Compensation Arrangement for Non-Employee Directors, the Dresser Industries, Inc. 1982 Stock Option Plan, The 1989 Restricted Incentive Stock Plan, the Dresser Industries, Inc. 1992 Stock Compensation Plan, the Baroid Corporation 1990 Long Term Performance Incentive Plan, the Wheatley TXT Corp. 1990 Stock Option Plan, and the Dresser Industries, Inc. Deferred Compensation Plan, 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 2nd day of October, 1998.

/s/ Robert L. Crandall

Robert L. Crandall

POWER OF ATTORNEY

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IN TESTIMONY HEREOF, witness my hand this 30th day of September, 1998.

/s/ Charles J. DiBona

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 David J. Lesar, Lester L. Coleman, Gary V. Morris 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 Dresser Industries, Inc. Deferred Compensation Plan for Non-employee Directors, the Dresser Industries, Inc. Stock Based Compensation Arrangement for Non-Employee Directors, the Dresser Industries, Inc. 1982 Stock Option Plan, The 1989 Restricted Incentive Stock Plan, the Dresser Industries, Inc. 1992 Stock Compensation Plan, the Baroid Corporation 1990 Long Term Performance Incentive Plan, the Wheatley TXT Corp. 1990 Stock Option Plan, and the Dresser Industries, Inc. Deferred Compensation Plan, 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 1st day of October, 1998.

/s/ Lawrence S. Eagleburger

Lawrence S. Eagleburger

POWER OF ATTORNEY

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IN TESTIMONY HEREOF, witness my hand this 30th day of September, 1998.

/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 David J. Lesar, Lester L. Coleman, Gary V. Morris 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 Dresser Industries, Inc. Deferred Compensation Plan for Non-employee Directors, the Dresser Industries, Inc. Stock Based Compensation Arrangement for Non-Employee Directors, the Dresser Industries, Inc. 1982 Stock Option Plan, The 1989 Restricted Incentive Stock Plan, the Dresser Industries, Inc. 1992 Stock Compensation Plan, the Baroid Corporation 1990 Long Term Performance Incentive Plan, the Wheatley TXT Corp. 1990 Stock Option Plan, and the Dresser Industries, Inc. Deferred Compensation Plan, 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 1st day of October, 1998.

/s/ Ray L. Hunt

Ray L. Hunt

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, a Director of Halliburton Company, do hereby constitute and appoint David J. Lesar, Lester L. Coleman, Gary V. Morris 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 Dresser Industries, Inc. Deferred Compensation Plan for Non-employee Directors, the Dresser Industries, Inc. Stock Based Compensation Arrangement for Non-Employee Directors, the Dresser Industries, Inc. 1982 Stock Option Plan, The 1989 Restricted Incentive Stock Plan, the Dresser Industries, Inc. 1992 Stock Compensation Plan, the Baroid Corporation 1990 Long Term Performance Incentive Plan, the Wheatley TXT Corp. 1990 Stock Option Plan, and the Dresser Industries, Inc. Deferred Compensation Plan, 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 30th day of September, 1998.

/s/ Jay A. Precourt

Jay A. Precourt

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, a Director of Halliburton Company, do hereby constitute and appoint David J. Lesar, Lester L. Coleman, Gary V. Morris 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 Dresser Industries, Inc. Deferred Compensation Plan for Non-employee Directors, the Dresser Industries, Inc. Stock Based Compensation Arrangement for Non-Employee Directors, the Dresser Industries, Inc. 1982 Stock Option Plan, The 1989 Restricted Incentive Stock Plan, the Dresser Industries, Inc. 1992 Stock Compensation Plan, the Baroid Corporation 1990 Long Term Performance Incentive Plan, the Wheatley TXT Corp. 1990 Stock Option Plan, and the Dresser Industries, Inc. Deferred Compensation Plan, 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 1st day of October, 1998.

/s/ Delano E. Lewis

Delano E. Lewis

POWER OF ATTORNEY

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IN TESTIMONY HEREOF, witness my hand this 1st day of October, 1998.

/s/ C. J. Silas

C. J. Silas

POWER OF ATTORNEY

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IN TESTIMONY HEREOF, witness my hand this 30th day of September, 1998.

/s/ Richard J. Stegemeier

Richard J. Stegemeier

POWER OF ATTORNEY

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IN TESTIMONY HEREOF, witness my hand this 1st day of October, 1998.

/s/ J. Landis Martin

J. Landis Martin