

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)

DECEMBER 9, 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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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 December 9, 1996, registrant issued a press release entitled Halliburton Company Reorganization pertaining, among other things, to an announcement that prior to 1996 year end registrant intends to complete a reorganization of its legal structure. The purpose of the reorganization is to improve internal operating flexibility and reduce certain state taxes. A new parent holding company will be created and will own the existing publicly held company. The name of the new parent company will be Halliburton Company and the former public company will be named Halliburton Energy Services, Inc. Existing Halliburton Company common stock certificates will remain in force and effect; no exchange of certificates will take place. The reorganization will be tax free to registrant's shareholders.

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 December 9, 1996.

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: December 11, 1996

By: /s/ Robert M. Kennedy

Robert M. Kennedy
Vice President-Legal

EXHIBIT INDEX

Exhibit Number	Description	Sequentially Numbered Page
20	Press Release of December 9, 1996 Incorporated by Reference	5 of 6

HALLIBURTON COMPANY REORGANIZATION

DALLAS, Texas -- Halliburton Company (NYSE-HAL) announced today that, prior to 1996 year end, it intends to complete a reorganization of its legal structure under amended Delaware law.

A new parent holding company will be created which will own the existing publicly held company. The name of the new parent company will be Halliburton Company. The name of the former public company will be changed to Halliburton Energy Services, Inc.

The purpose of this reorganization is to improve internal operating flexibility and reduce the overall impact of certain state taxes. The company's domestic energy services business units will operate through subsidiary corporations rather than as divisions of the parent company. Otherwise, the business operations of the company will not change as a result of implementing the new legal structure.

The reorganization will be structured in a manner that will not require action by Halliburton's shareholders, whose rights, privileges and interests will remain the same with respect to the new parent corporation. Existing Halliburton Company common stock certificates will remain in force and effect;

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no exchange of certificates will take place. Halliburton Company has received an opinion of counsel that the reorganization will be tax free to its shareholders. The company's name, charter, by-laws and board of directors will not change as a result of the reorganization. The new parent company will continue to be traded with the ticker symbol "HAL" on the New York Stock Exchange and its CUSIP number will not change.

Halliburton Company is one of the world's largest diversified energy services, engineering, maintenance, and construction companies. Halliburton provides a broad range of energy services and products, industrial and marine engineering and construction services.

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