

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

(X) ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.
For the fiscal year ended December 31, 1999

OR

() TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.
For the transition period from _____ to _____.

Commission file number 1-3492

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Brown & Root, Inc. Employees' Retirement and Savings Plan
4100 Clinton Drive
Building 1, Room 130
Houston, TX 77020

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office.

Halliburton Company, Inc.
3600 Lincoln Plaza
500 N. Akard
Dallas, Texas 75201

REQUIRED INFORMATION

The following financial statements prepared in accordance with the financial reporting requirements of ERISA and exhibits are filed for the Brown & Root, Inc. Employees' Retirement and Savings Plan:

Financial Statements and Schedules

Report of Independent Public Accountants - Arthur Andersen LLP

Statements of Net Assets Available for Plan Benefits as of December 31, 1999 and 1998

Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 1999

Notes to Financial Statements

Supplemental Schedule of Assets Held for Investment Purposes as of December 31, 1999

Exhibit

Consent of Independent Public Accountants - Arthur Andersen LLP (Exhibit 23)

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Benefits Committee of the Brown & Root, Inc. Employees' Retirement and Savings Plan has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 28, 2000

By /s/ Steven E. Russell

Steven E. Russell,
Chairman, Benefits Committee

Brown & Root, Inc. Employees'
Retirement and Savings Plan

Financial Statements
As Of December 31, 1999 And 1998,
And Supplemental Schedule
As Of December 31, 1999

Together With Report Of Independent Public Accountants

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Benefits Committee of the
Brown & Root, Inc. Employees'
Retirement and Savings Plan:

We have audited the accompanying statements of net assets available for plan benefits of the Brown & Root, Inc. Employees' Retirement and Savings Plan (the "Plan") as of December 31, 1999 and 1998, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 1999. These financial statements and the supplemental schedule referred to below are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements and supplemental schedule based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 1999 and 1998, and the changes in its net assets available for plan benefits for the year ended December 31, 1999, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held for investment purposes is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

ARTHUR ANDERSEN LLP

Dallas, Texas,
June 16, 2000

BROWN & ROOT, INC.
EMPLOYEES' RETIREMENT AND SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

AS OF DECEMBER 31, 1999 AND 1998

	1999	1998
ASSETS:		
Cash	\$ 1,880,654	\$ -
Company contributions receivable	7,472,149	8,692
Plan participants' contributions receivable	54,523	792,841
Participation in Master Trust, at fair value	882,483,737	1,636,416,285
	-----	-----
Total assets	891,891,063	1,637,217,818
	-----	-----
LIABILITIES:		
Payable to Halliburton Retirement and Savings Plan	-	(751,238,410)
	-----	-----
Total liabilities	-	(751,238,410)
	-----	-----
NET ASSETS AVAILABLE FOR PLAN BENEFITS	\$ 891,891,063	\$ 885,979,408
	=====	=====

The accompanying notes are an integral part of these financial statements.

BROWN & ROOT, INC.
EMPLOYEES' RETIREMENT AND SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 1999

ADDITIONS:

Contributions-	
Company	\$ 20,136,627
Plan participants	11,489,239
Transfers from other plans	37,312
Allocation of master trust net investment activity	103,377,456

Total additions	135,040,634

DEDUCTIONS:

Benefits paid to participants	(122,466,781)
Transfer to other plans	(2,221,137)
Administrative expenses	(4,441,061)

Total deductions	(129,128,979)

NET INCREASE IN NET ASSETS AVAILABLE FOR
PLAN BENEFITS

5,911,655

NET ASSETS AVAILABLE FOR PLAN BENEFITS,
Beginning of year

885,979,408

NET ASSETS AVAILABLE FOR PLAN BENEFITS,
End of year

\$ 891,891,063
=====

The accompanying notes are an integral part of this financial statement.

BROWN & ROOT, INC.
EMPLOYEES' RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1999 AND 1998

1. DESCRIPTION OF THE PLAN:

The Brown & Root, Inc. Employees' Retirement and Savings Plan (the "Plan") is a defined contribution profit sharing pension plan for certain qualified employees of Halliburton Company and certain subsidiaries (the "Company"). The Plan was established in accordance with Sections 401(a) and 401(k) of the Internal Revenue Code ("IRC") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The following description of the Plan provides only general information. Participants should refer to the plan document or summary plan description for a more complete description of the Plan's provisions.

Asset Transfers

On December 31, 1998, and during 1999, net assets of certain participants of the Plan were merged into the Halliburton Retirement and Savings Plan ("HRSP").

Operations

Eligibility

Certain employees are eligible for participation in the Plan upon completion of 1,000 hours of credited service upon their first anniversary date of employment.

Contributions

Participants may elect to contribute to the tax deferred savings and/or after tax features of the Plan through periodic payroll deductions. These contributions are limited to an aggregate of 15% of the participant's eligible earnings of up to \$160,000; the total amount of participant tax deferred savings contributions is limited to \$10,000. Any contributions in excess of the \$10,000 limit are automatically made to the participant's after tax account. The Plan participants who contribute also receive Company matching contributions up to a maximum of \$250 per year.

The Company may make annual discretionary profit sharing contributions to participants on a tax-deferred basis, based on Company performance. In order to be eligible for such contribution, the participant must be actively employed by the Company on December 31 of the plan year for which the contribution applies, unless the participant meets certain other conditions specified by the Plan. The participant's share of any discretionary profit sharing contribution is based on a percentage of their eligible pay and years of service as of the end of the plan year. For the plan year 1999, discretionary profit sharing contributions receivable totaled approximately \$7.4 million.

Eligible employees who participated in a qualified savings or retirement plan of a former employer may be able to roll over tax-deferred contributions and earnings from their former plan into the Plan.

Cash Accounts

The Plan maintains cash accounts to facilitate the payment of benefits and receipt of contributions to the Plan.

Investment Elections

Contributions and participant account balances may be directed to one of eleven funds or a combination of funds. The assets of the funds are held in the Halliburton Company Employee Benefit Master Trust (the "Master Trust," see Note 3). One of the investment funds invests primarily in Halliburton Company stock (the "HSF"). Participants' contributions to the HSF are limited to 15% of their total contributions. The Plan allows participants to make daily transfers of their account balances among the funds. The amount of the transfer may be all or any portion of the participant's account balance, subject to certain limitations on transfers to the HSF.

Vesting

Participants are fully vested in Company matching contributions and earnings thereon. Participants have a vested interest in the Company profit sharing contribution account based on years of service as follows:

Years of Service -----	Vested Percentage -----
Less than 3	0%
At least 3 but less than 4	20
At least 4 but less than 5	50
At least 5 but less than 6	60
At least 6 but less than 7	80
7 or more	100

The nonvested portion is forfeited upon termination of employment, subject to provisions set forth in the plan document. Such forfeitures are used to reduce future Company matching contributions. As of December 31, 1999, total forfeitures were \$1.8 million; forfeitures were not used to reduce Company matching contributions in 1999.

Distributions

Each participant, or their designated beneficiary, may elect to receive a distribution upon retirement, termination, or due to disability or death. Certain participant balances related to prior plan mergers may be withdrawn at any time. Direct rollovers to an IRA or other qualified plan are permitted. All distributions are made in lump-sum amounts or in periodic installments, at the participant's election. Distributions from the HSF may be made in the form of shares of stock or cash. Each participant may elect to receive an in-service withdrawal of their after-tax contributions.

Administration

State Street Bank and Trust Company ("State Street") is the Plan's trustee and Hewitt Associates is the recordkeeper.

Investment Earnings

Investment earnings on participants' accounts are allocated proportionately based on their relative account balance in each investment fund. Such earnings are taxable to participants at the time of distribution from the Plan.

Plan Termination

The Board of Directors of the Company may amend, modify, or terminate the Plan at any time. No such termination is contemplated, but if it should occur, the accounts of all participants would be immediately fully vested and paid in accordance with the terms of the Plan.

2. SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting

The accompanying financial statements are prepared using the accrual basis of accounting.

Allocation of Master Trust Net Investment Activity

The allocation of the Master Trust net investment activity represents the Plan's share of the net investment income or loss on investments held by the Master Trust determined by the Plan's allocable share of the net assets of the Master Trust. The net investment income or loss is the realized net gain or loss from investments sold, change in the unrealized net gain or loss on investments, dividend income, and interest income of the Master Trust.

Administrative Expenses

Administrative expenses which are related to compliance and operational activities as defined by the Department of Labor may be charged against the Plan assets at the discretion of the plan administrator and in accordance with the terms of the Plan.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Reclassifications

Certain prior year amounts have been reclassified to conform with current year presentation.

Recently Issued Accounting Pronouncement

On September 15, 1999, the Accounting Standards Executive Committee issued Statement of Position 99-3, "Accounting For and Reporting of Certain Defined Contribution Plan Investments and Other Disclosure Matters" (the "SOP") which eliminates the requirement for a defined contribution plan to disclose participant directed investment programs by investment option and certain other previously required disclosures. The Plan adopted the SOP in 1999. As a result, certain disclosures related to 1998 amounts have been conformed to the presentation permitted by the SOP.

3. MASTER TRUST:

At December 31, 1999, assets of the Plan are combined with the assets of certain other benefit plans of affiliated companies in the Master Trust. The assets of the Master Trust are segregated into thirteen funds in which the plans may participate. The Plan participates in eleven of these funds. The combination of the plans' assets is only for investment purposes, and each plan continues to be operated under its current plan document. All investments of the Master Trust are held by State Street.

The funds within the Master Trust hold bank, insurance and investment contracts providing a fully benefit-responsive feature. These investments are stated at contract value, which approximates fair value. Where the Master Trust owns the underlying securities of asset-backed investment contracts, the contracts are stated at fair market value of the underlying securities plus an adjustment for the difference between fair market value of the underlying securities and contract value. Contract value represents the principal balance of the investment plus accrued interest at the stated contract rate, less payments received and contract charges by the insurance company or bank.

Cash equivalents, derivative financial instruments, stock securities, bonds and notes and all other debt securities are presented at their quoted market value. Realized and unrealized changes in market values are recognized in the period in which the changes occur.

Real estate related investments consist of real estate mortgages and investments in Real Estate Investment Trusts. Real estate mortgages are stated at cost plus accrued interest less payments received.

All investment transactions are accounted for on the trade-date basis in accordance with generally accepted accounting principles. The Master Trust investment activity is included in the summary statements below.

The following are the statements of net assets as of December 31, 1999 and 1998, and the statement of changes in net assets of the Master Trust for the year ended December 31, 1999 (dollar amounts in thousands):

Statements of Net Assets -----	1999 -----	1998 -----
Cash and equivalents	\$ 376,319	\$ 253,263
Receivables	62,024	26,866
Asset-backed investment contracts	10,564	(50,451)
U.S. corporate and government bonds and notes	1,837,434	1,655,675
Non-U.S. bonds and notes	189,126	179,940
Non-U.S. stock	645,146	523,663
Halliburton Company stock	178,766	103,024
Insurance investment contracts	46,557	36,141
Pooled equity index funds	12,142	-
Other U.S. stock	1,432,116	1,261,302
Pooled bond funds	20,290	62,751
Real estate related investments	5,395	130
Investments in mutual funds	629,697	-
Payables	(219,308)	(128,586)
	-----	-----
Net assets of the Master Trust	\$ 5,226,268 =====	\$ 3,923,718 =====
Plan dollar value interest	\$ 882,484 =====	\$ 1,636,416 =====
Plan percent interest	16.89% =====	41.71% =====

Statement of Changes in Net Assets -----	1999 -----
Participating plans' net assets, beginning of year	\$ 3,923,718
Net realized gain	256,236
Net change in unrealized gain	124,796
Net investment income	180,833
Receipts from participating plans	3,213,939
Withdrawals by participating plans	(2,473,254)

Participating plans' net assets, end of year	\$ 5,226,268 =====

Net Appreciation (Depreciation) by Type	1999
Cash and equivalents	\$ (231)
U.S. corporate and government bonds and notes	(38,906)
Non-U.S. bonds and notes	7,389
Non-U.S. stock	144,510
Other U.S. stock	234,011
Halliburton Company stock	39,878
Pooled equity index funds	(9,681)
Investment in mutual funds	9,253
Other investments	(5,191)
Total appreciation	\$ 381,032

The Master Trust makes use of several investment strategies involving limited use of derivative investments. The Master Trust's management, as a matter of policy and with risk management as their primary objective, monitors risk indicators such as duration and counter-party credit risk, both for the derivatives themselves and for the investment portfolios holding the derivatives. Investment managers are allowed to use derivatives for such strategies as portfolio structuring, return enhancement, and hedging against deterioration of investment holdings from market and interest rate changes. Derivatives are also used as a hedge against foreign currency fluctuations. The Master Trust's management does not allow investment managers for the Master Trust to use leveraging for any investment purchase. Derivative investments are stated at estimated fair market values as determined by quoted market prices. Gains and losses on such investments are included in the statement of changes in net assets of the Master Trust.

4. INVESTMENTS:

Individual investments in excess of 5% of net assets available for plan benefits are as follows:

	1999	1998
Participation in Master Trust, at fair value-		
Fixed Investment Fund	\$ 360,257,443	\$ 587,062,215
Equity Investment Fund	70,460,142	217,708,158
General Investment Fund	418,499,192	814,779,081

5. TAX STATUS:

The Internal Revenue Service has determined and informed the Company by letter dated September 26, 1995, that the Plan and related trust are designed in accordance with the applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, management believes that the Plan is currently designed and operating in compliance with the applicable requirements of the IRC.

6. RELATED-PARTY TRANSACTIONS:

State Street is the trustee defined by the Plan. The assets of the Plan are held by the Master Trust, of which State Street is also the trustee. Additionally, the Master Trust invests in the HSF. Therefore, State Street, the Master Trust, the Company and the participants of the Plan qualify as parties-in-interest.

BROWN & ROOT, INC.
EMPLOYEES' RETIREMENT AND SAVINGS PLAN

SUPPLEMENTAL SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

AS OF DECEMBER 31, 1999

EIN: 75-2677995

PLAN #: 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(e) Current Value
*	State Street Bank and Trust Company	Cash	\$ 1,880,654
*	Halliburton Company Employee Benefit Master Trust	Investment in Net Assets of Halliburton Company Employee Benefit Master Trust	882,483,737

* Column (a) indicates each identified person/entity known to be a party-in-interest.

This supplemental schedule lists assets held for investment purposes at December 31, 1999, as required by the Department of Labor's Rules and Regulations for Reporting and Disclosure.

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation of our reports included in this Form 11- K, into the Company's previously filed Registration Statement File No. 333-55747.

ARTHUR ANDERSEN LLP

Dallas, Texas,
June 27, 2000