FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

[X] Quarterly Report Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
For the quarterly period ended September 30, 1996

OR

[ ] Transition Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
For the transition period from _____ to _____

Commission File Number 1-3492

HALLIBURTON COMPANY

(a Delaware Corporation)
73-0271280

3600 Lincoln Plaza
500 N. Akard
Dallas, Texas 75201

Telephone Number - Area Code (214) 978-2600

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes X No ___

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common stock, par value $2.50 per share:
Outstanding at October 31, 1996 - 125,201,026

INDEX

report filed electronically with the Commission).

PART I. FINANCIAL INFORMATION
Item 1. Financial Statements.

HALLIBURTON COMPANY
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
(In millions of dollars and shares)

	September 30 1996	December 31 1995
ASSETS		
Current assets:		
Cash and equivalents	$ 35.1	$ 174.9
Receivables:		
Notes and accounts receivable	1,386.2	1,157.3
Unbilled work on uncompleted contracts	292.3	233.7
Total receivables	1,678.5	1,391.0
Inventories	312.3	251.5
Deferred income taxes	135.2	137.5
Other current assets	107.4	95.0
Total current assets	2,268.5	2,049.9
Property, plant and equipment, less accumulated depreciation of $2,230.7 and $2,225.8	1,176.0	1,111.2
Equity in and advances to related companies	219.9	115.4
Excess of cost over net assets acquired	213.7	207.5
Deferred income taxes	53.8	5.6
Other assets	154.8	157.0
Total assets	$ 4,086.7	$ 3,646.6
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short-term notes payable	$ 60.3	$ 4.8
Current maturities of long-term debt	0.1	5.2
Accounts payable	472.4	357.3
Accrued employee compensation and benefits	164.7	151.8
Advance billings on uncompleted contracts	359.7	301.8
Income taxes payable	94.4	95.8
Other current liabilities	300.9	239.4
Total current liabilities	1,452.5	1,156.1
Long-term debt	200.0	200.0
Reserve for employee compensation and benefits	282.0	262.8
Deferred credits and other liabilities	262.7	277.9
Total liabilities	2,197.2	1,896.8
Shareholders' equity:		
Common stock, par value $2.50 per share - authorized 200.0 shares, issued 119.0 and 119.1 shares	297.6	297.6
Paid-in capital in excess of par value	208.0	199.4
Cumulative translation adjustment	(26.8)	(28.0)
Retained earnings	1,546.4	1,431.4
	2,025.2	1,900.4
Less 4.1 and 4.6 shares of treasury stock, at cost	135.7	150.6
Total shareholders' equity	1,889.5	1,749.8
Total liabilities and shareholders' equity	$ 4,086.7	$ 3,646.6

See notes to condensed consolidated financial statements.

HALLIBURTON COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)
(In millions of dollars except per share data)

	Three Months Ended September 30		Nine Months Ended September 30	
	1996	1995	1996	1995
Revenues				
Energy services	$ 779.0	$ 683.0	$ 2,163.8	$ 1,881.6
Engineering and construction services	1,034.3	806.8	3,087.7	2,279.7
Total revenues	$ 1,813.3	$ 1,489.8	$ 5,251.5	$ 4,161.3
Operating income				
Energy services	$ 101.8	$ 88.2	$ 261.2	$ 211.5
Engineering and construction services	37.5	31.2	86.2	80.2
Special charges	(65.3)	-	(65.3)	-
General corporate	(9.2)	(8.3)	(26.4)	(21.9)
Total operating income	64.8	111.1	255.7	269.8
Interest expense	(6.8)	(15.0)	(17.5)	(40.1)
Interest income	4.0	10.0	9.5	24.2
Foreign currency gains (losses)	(0.5)	(2.5)	(2.5)	0.6
Other nonoperating income, net	(0.2)	0.1	(0.2)	(0.5)
Income from continuing operations before income taxes	61.3	103.7	245.0	254.0
Benefit (provision) for income taxes	21.3	(34.9)	(43.8)	(92.1)
Income from continuing operations	82.6	68.8	201.2	161.9
Loss from discontinued operations, net of income taxes	-	(67.7)	-	(65.5)
Net income	$ 82.6	$ 1.1	$ 201.2	$ 96.4
Average number of common and common share equivalents outstanding	115.6	114.6	115.6	114.4
Income per share				
Continuing operations	$ 0.71	$ 0.60	$ 1.74	$ 1.41
Discontinued operations	-	(0.59)	-	(0.57)
Net income	$ 0.71	$ 0.01	$ 1.74	$ 0.84
Cash dividends paid per share	$ 0.25	$ 0.25	$ 0.75	$ 0.75

See notes to condensed consolidated financial statements.

HALLIBURTON COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(In millions of dollars)

	Nine Months Ended September 30	
	1996	1995
Cash flows from operating activities:		
Net income	$ 201.2	$ 96.4
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation, depletion and amortization	183.8	182.7
Provision (benefit) for deferred income taxes	(27.2)	7.7
Net loss from discontinued operations	-	65.5
Other non-cash items	(65.6)	(22.8)
Other changes, net of non-cash items:		
Receivables	(271.6)	(38.5)
Inventories	(60.8)	(8.2)
Accounts payable	106.3	27.9
Other working capital, net	135.8	72.6
Other, net	(52.9)	(30.3)
Total cash flows from operating activities	149.0	353.0
Cash flows from investing activities:		
Capital expenditures	(242.7)	(186.8)
Sales of property, plant and equipment	30.3	25.6
(Purchases) sales of businesses	(7.8)	11.9
Other investing activities	(43.9)	(8.8)
Total cash flows from investing activities	(264.1)	(158.1)
Cash flows from financing activities:		
Payments on long-term borrowings	(5.1)	(405.9)
Borrowings (repayments) of short-term debt	55.5	(7.5)
Payments of dividends to shareholders	(86.2)	(85.7)
Proceeds from exercises of stock options	14.4	1.8
Other financing activities	(1.8)	(0.8)
Total cash flows from financing activities	(23.2)	(498.1)
Effect of exchange rate changes on cash	(1.5)	(1.3)
Decrease in cash and equivalents	(139.8)	(304.5)
Cash and equivalents at beginning of year	174.9	375.3
Cash and equivalents at end of period	$ 35.1	$ 70.8
Cash payments during the period for:		
Interest	$ 23.3	$ 26.6
Income taxes	21.5	21.5

See notes to condensed consolidated financial statements.

HALLIBURTON COMPANY
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Note 1. Management Representation

The Company employs accounting policies that are in accordance with generally accepted accounting principles in the United States. The preparation of financial statements in conformity with generally accepted accounting principles requires Company management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Ultimate results could differ from those estimates.

The accompanying unaudited condensed consolidated financial statements present information in accordance with generally accepted accounting principles for interim financial information, the instructions to Form 10-Q and applicable rules of Regulation S-X. Accordingly, they do not include all information or footnotes required by generally accepted accounting principles for complete financial statements and should be read in conjunction with the Company's 1995 Annual Report on Form 10-K.

In the opinion of the Company, the financial statements include all adjustments necessary to present fairly the Company's financial position as of September 30, 1996; the results of its operations for the three and nine months ended September 30, 1996 and 1995; and its cash flows for the nine months then ended. The results of operations for the three and nine months ended September 30, 1996 and 1995 may not be indicative of results for the full year. In connection with the discontinuance of the Company's insurance segment, the Company has adopted a classified balance sheet format. Certain prior year amounts have been reclassified to conform with the current year presentation.

Note 2. Inventories

	September 30 1996	December 31 1995
	Millions of dollars	
Sales items	$ 96.1	$ 85.2
Supplies and parts	154.5	121.7
Work in process	42.2	27.1
Raw materials	19.5	17.5
Total	$ 312.3	$ 251.5

About 40% of all sales items (including related work in process and raw materials) are valued using the last-in, first-out (LIFO) method. If the average cost method had been in use for inventories on the LIFO basis, total inventories would have been about $18.3 million higher than reported at September 30, 1996.

Note 3. General and Administrative Expenses

General and administrative expenses were $43.7 million and $33.8 million for the three months ended September 30, 1996 and 1995, respectively. General and administrative expenses were $118.2 million and $112.7 million for the nine months ended September 30, 1996 and 1995, respectively.

Note 4. Income Per Share

Income per share amounts are based upon the average number of common and common share equivalents outstanding. Common share equivalents included in the computation represent shares issuable upon assumed exercise of stock options which have a dilutive effect.

Note 5. Related Companies

The Company conducts some of its operations through various joint venture and other partnership forms which are accounted for using the equity method. Included in the Company's revenues for the three months ended September 30, 1996 and 1995 are equity in income of related companies of $25.5 million and $23.3 million, respectively. The amounts included in revenues for the nine months ended September 30, 1996 and 1995 are $66.1 million and $63.7 million, respectively. European Marine Contractors, Limited (EMC), which is 50% owned by the Company and part of Brown & Root Energy Services, specializes in engineering, procurement and construction of marine pipelines. Summarized operating results for 100% of the operations of EMC are as follows:

	Three Months Ended September 30		Nine Months Ended September 30	
	1996	1995	1996	1995
	Millions of dollars		Millions of dollars	
Revenues	$ 57.1	$ 119.9	$ 159.5	$ 295.2
Operating income	$ 23.7	$ 33.4	$ 53.1	$ 87.3
Net income	$ 14.8	$ 21.7	$ 34.5	$ 56.7

In the second quarter of 1996, M-I Drilling Fluids, L.L.C., one of the Company's joint ventures which is 36% owned and a part of Energy Services, purchased Anchor Drilling Fluids. The Company's share of the purchase price was $41.3 million and is included in cash flows from other investing activities.

Note 6. Commitments and Contingencies

The Company is involved as a potentially responsible party (PRP) in remedial activities to clean up various "Superfund" sites under applicable Federal law which imposes joint and several liability, if the harm is indivisible, on certain persons without regard to fault, the legality of the original disposal, or ownership of the site. Although it is very difficult to quantify the potential impact of compliance with environmental protection laws, management of the Company believes that any liability of the Company with respect to all but one of such sites will not have a material adverse effect on the results of operations of the Company. With respect to a site in Jasper County, Missouri (Jasper County Superfund Site), sufficient information has not been developed to permit management to make such a determination and management believes the process of determining the nature and extent of remediation at this site and the total costs thereof will be lengthy. Brown & Root, Inc. (Brown & Root), a subsidiary of the Company, has been named as a PRP with respect to the Jasper County Superfund Site by the Environmental Protection Agency (EPA). The Jasper County Superfund Site includes areas of mining activity that occurred from the 1800's through the mid 1950's in the southwestern portion of Missouri. The site contains lead and zinc mine tailings produced from mining activity. Brown & Root is one of nine participating PRPs which have agreed to perform a Remedial Investigation/Feasibility Study (RI/FS), which, due to various delays, is not expected to be completed until the fourth quarter of 1997. Although the entire Jasper County Superfund Site comprises 237 square miles as listed on the National Priorities List, in the RI/FS scope of work, the EPA has only identified seven areas, or subsites, within this area that need to be studied and then possibly remediated by the PRPs. Additionally, the Administrative Order on Consent for the RI/FS only requires Brown & Root to perform RI/FS work at one of the subsites within the site, the Neck/Alba subsite, which only comprises 3.95 square miles. Brown & Root's share of the cost of such a study is not expected to be material. At the present time Brown & Root cannot determine the extent of its liability, if any, for remediation costs on any reasonably practicable basis.

The Company and its subsidiaries are parties to various other legal proceedings. Although the ultimate dispositions of such proceedings are not presently determinable, in the opinion of the Company any liability that may ensue will not be material in relation to the consolidated financial position and results of operations of the Company.

Note 7. Acquisitions

On October 4, 1996, the Company completed its acquisition of Landmark Graphics Corporation (Landmark) through the merger of Landmark with a subsidiary of the Company, the conversion of the outstanding Landmark common stock into an aggregate of approximately 10.2 million shares of common stock of the Company and the assumption by the Company of outstanding Landmark stock options (for the exercise of which the Company has reserved an aggregate of approximately 1.5 million shares of common stock of the Company).

Landmark, together with its subsidiaries, designs, markets and supports sophisticated computer-aided exploration and computer-aided reservoir management software and systems. Geologists, geophysicists, petrophysicists and engineers in more than 70 countries use Landmark products in exploration for and production of oil and gas.

Landmark offers an extensive line of integrated software applications for seismic processing, three dimensional and two dimensional seismic interpretation, geologic and petrophysical interpretation, mapping and modeling, well log and production analysis, drilling and production engineering and data management. Through its service consulting business, Landmark provides software training, on-site support and assistance in designing computer networks and integrating applications and data. In addition to providing software products, Landmark is a value-added reseller of workstations and other hardware and provides a range of services, including software and systems support and training, systems configuration and network design and data loading and management.

The acquisition has been accounted for using the "pooling of interests" method of accounting for business combinations. For the fiscal year ended June 30, 1996, Landmark had consolidated revenues of $187.3 million, operating income of $4 million and net income from continuing operations of $5.3 million. At June 30, 1996, Landmark had consolidated total assets of $231.1 million and stockholders' equity of $165.4 million.

The accompanying unaudited consolidated financial statements do not give retroactive effect to this transaction as it was not completed until after the end of the current reporting period. The following supplemental unaudited pro forma combined financial information is based on the unaudited consolidated financial statements of the Company and Landmark to give effect to the merger using the pooling of interests method of accounting for business combinations. The following information may not necessarily reflect the results of operations or the financial position of the Company that would have actually resulted had the merger occurred as of the date and for the periods indicated or reflect the future earnings of the Company.

UNAUDITED PRO FORMA COMBINED BALANCE SHEETS

Millions of dollars	September 30 1996	December 31 1995
Current assets	$ 2,405.3	$ 2,186.0
Noncurrent assets	1,909.6	1,678.6
Total assets	$ 4,314.9	$ 3,864.6
Current liabilities	$ 1,512.7	$ 1,198.1
Noncurrent liabilities	745.6	746.3
Shareholders' equity	2,056.6	1,920.2
Total liabilities and shareholders' equity	$ 4,314.9	$ 3,864.6

UNAUDITED PRO FORMA COMBINED STATEMENTS OF INCOME

	Three Months Ended September 30		Nine Months Ended September 30	
	1996	1995	1996	1995
	Millions of dollars and shares, except per share data			
Revenues				
Energy Services	$ 825.5	$ 722.8	$ 2,307.7	$ 2,015.6
Engineering and construction services	1,034.3	806.8	3,087.7	2,279.7
Total revenues	$ 1,859.8	$ 1,529.6	$ 5,395.4	$ 4,295.3
Operating income				
Energy services	$ 102.6	$ 90.8	$ 270.6	$ 229.5
Engineering and construction services	37.5	31.2	86.2	80.2
Special charges	(73.6)	(3.2)	(85.8)	(8.4)
General corporate	(9.2)	(8.3)	(26.4)	(21.9)
Total operating income	$ 57.3	$ 110.5	$ 244.6	$ 279.4
Income from continuing operations	$ 75.5	$ 69.1	$ 192.8	$ 170.9
Income per share from continuing operations	$ 0.60	$ 0.55	$ 1.53	$ 1.37
Average common shares outstanding	126.1	124.9	125.8	124.5

Operating income for the three months ended September 30, 1996 include special charges recorded by Landmark of $8.3 million ($7.6 million after tax) for costs incurred for merging with the Company. Operating income for the nine months ended September 30, 1996 include special charges recorded by Landmark of $20.5 million ($16.3 million after tax) for the write-off of in-process research and development activities acquired in connection with the purchase by Landmark of certain assets and assumption of certain liabilities of Western Atlas International, Inc. and of Verticomp and the write-off of redundant assets and activities recorded in the three-month period ended March 31, 1996, as well as the costs for merging with the Company noted above.

Note 8. Discontinued Operations

On January 23, 1996, the Company spun-off its property and casualty insurance subsidiary, Highlands Insurance Group, Inc. (HIGI), in a tax-free distribution to holders of Halliburton Company common stock. Each common shareholder of the Company received one share of common stock of HIGI for every ten shares of Halliburton Company common stock. Approximately 11.4 million common shares of HIGI were issued in conjunction with the spin-off.

The following summarizes the results of operations of the discontinued operations:

	Three Months Ended September 30, 1995	Nine Months Ended September 30, 1995
	Millions of dollars	Millions of dollars
Revenues	$ 65.7	$ 203.5
Loss before income taxes	$ (130.1)	$ (126.3)
Benefit for income taxes	69.1	67.5
Loss on disposition	(7.6)	(7.6)
Benefit for income taxes	0.9	0.9
Net loss from discontinued operations	$ (67.7)	$ (65.5)

Note 9. Special Charges

In September 1996, the Company recognized special charges to operating income of $65.3 million ($42.7 million after tax) related to reorganization of Engineering and Construction Services, severance costs for combining general support functions throughout the Company, and certain other business structure costs.

The Company recognized severance costs of $41.0 million to provide for the termination of approximately one thousand employees related to reorganization efforts at Engineering and Construction Services and plans to combine various administrative support functions into combined shared services for the Company. The terminations impact mostly middle and senior management levels within business unit operations, business unit support, and general and administrative areas. The terminations are to occur primarily during the fourth quarter of 1996 and first half of 1997. The Company also recognized $20.2 million of costs associated with restructuring certain Engineering and Construction Services businesses, providing for excess lease space and other items.

The above charges to net income were offset by tax credits during the quarter of $43.7 million due to the recognition of net operating loss carryforwards and the settlement during the quarter of various issues with the Internal Revenue Service. The Company reached agreement with the Internal Revenue Service (IRS) and recognized net operating loss carryforwards of $62.5 million ($22.5 million in tax benefits) from the 1989 tax year. The net operating loss carryforwards are expected to be utilized in the 1996 and 1997 tax years. In addition, the Company also reached agreement with the IRS on issues related to intercompany pricing of goods and services for the tax years 1989 through 1992 and entered into an advanced pricing agreement for the tax years 1993 through 1998. As a result of these agreements with the IRS, the Company recognized tax benefits of $16.1 million. The Company also recognized net operating loss carryforwards of $14.0 million ($5.1 million in tax benefits) in certain foreign areas due to improving profitability and restructuring of foreign operations.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

BUSINESS ENVIRONMENT AND OUTLOOK

In accordance with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, the Company notes that the statements in this 10-Q and elsewhere, which are forward looking and which provide other than historical information, involve risks and uncertainties that may impact the Company's actual results of operations. Future trends for revenues and profitability remain difficult to predict in the industries served by the Company. The Company continues to face many risks and uncertainties including: unsettled political conditions, war, civil unrest, currency controls and governmental actions in countries of operation; trade restrictions and economic embargoes; environmental laws, including those that require emission performance standards for new and existing facilities; the magnitude of governmental spending for military and logistical support of the type provided by the Company; operations in higher risk countries; technological and structural changes in the industries served by the Company; changes in the price of oil and natural gas; changes in capital spending by customers in the hydrocarbon industry for exploration, development, production, processing, refining and pipeline delivery networks; changes in capital spending by customers in the wood pulp and paper industries for plants and equipment; and changes in world economic conditions related to capital spending by governments for infrastructure.

The Company operates in over 100 countries around the world to provide a variety of energy services and engineering and construction services. Operations in some countries may be affected by unsettled political conditions, expropriation or other governmental actions and exchange control and currency problems. Recently enacted United States law provides for sanctions on foreign companies and, in some cases, their affiliates which make certain investments in petroleum resources in Iran or Libya or sell to such countries certain products or technology which enhance the ability of those countries to develop their petroleum resources. This new law may adversely impact the Company's ability to provide services and/or products to some of its foreign customers, including the cessation of operations and trading by certain foreign subsidiaries of the Company with customers in such countries. Although at the present time it is not possible to determine the exact nature of the impact of such law on the Company, it is possible that the Company's ability to realize the value of equipment and other assets, including accounts receivable, associated with such business may become impaired and that such impairment may be material to the results of operations of the Company for some future period.

RESULTS OF OPERATIONS

Third Quarter of 1996 Compared with the Third Quarter of 1995

Revenues

Consolidated revenues increased 22% to $1,813.3 million in the third quarter of 1996 compared with $1,489.8 million in the same quarter of the prior year. Approximately 55% of the Company's consolidated revenues were derived from international activities in the third quarter of 1996 compared to 50% in the third quarter of 1995. Consolidated international revenues increased 33% in the third quarter of 1996 over the third quarter of 1995. Consolidated United States revenues increased by 10% in the third quarter of 1996 compared to the third quarter of 1995.

Energy Services revenues increased by 14% compared with a 9% increase in drilling activity as measured by the worldwide rotary rig count for the third quarter of 1996 over the same quarter of the prior year. International revenues increased by 9%, reflecting growth in Europe/Africa, Latin America, Middle East, and Canada. United States revenues increased 21% while the United States rig count increased 8% over the same quarter of the prior year.

Engineering and Construction Services revenues increased 28% to $1,034.3 million compared with $806.8 million in the same quarter of the prior year due primarily to higher activity levels in the energy and chemicals industries as well as increased activity pursuant to a service contract with the US Department of Defense to provide technical and logistical support for military peacekeeping operations in Bosnia.

Operating income

Consolidated operating income decreased 42% to $64.8 million in the third quarter of 1996 compared with $111.1 million in the same quarter of the prior year. The operating income in the third quarter of 1996 includes special charges of $65.3 million for the reorganization of Engineering and Construction Services, reorganization of various company-wide administrative support functions, and other business structure costs. See Note 9 to the condensed consolidated financial statements for additional information about these charges. Excluding the special charges noted above, operating income for the quarter was $130.1 million, or 17% higher than the prior year period. Excluding the special charges, approximately 68% of the Company's consolidated operating income was derived from international activities in the third quarter of 1996 compared to 71% in the third quarter of 1995.

Energy Services operating income increased 15% to $101.8 million in the third quarter of 1996 compared with $88.2 million in the same quarter of the prior year. The operating margin for the third quarter of 1996 was 13.1% compared to the prior year operating margin of 12.9%. The increase in operating income in 1996 is related to higher activity levels in several areas of the world: North America in the Permian Basin and South Texas areas and from deepwater drilling in the Gulf of Mexico; Europe/Africa, primarily related to the North Sea, Angola/Cabinda area, and the Congo basin; Asia/Pacific; the Middle East; Russia; and Kazakhstan.

Engineering and Construction Services operating income increased 20% to $37.5 million compared to $31.2 million in the third quarter of the prior year. The increase in operating income includes profits from projects for the pulp and paper and chemicals industry customers and income from the service contract with the US Department of Defense mentioned above. These increases were partially offset by lower energy income primarily driven by lower activity by European Marine Contractors, Limited, and losses on several civil jobs. Operating margins were 3.6% in the third quarter of 1996 compared to 3.9% in the prior year third quarter.

Nonoperating items

Interest expense decreased to $6.8 million in the third quarter of 1996 compared to $15.0 million in the same quarter of the prior year due primarily to the redemption of the zero coupon convertible subordinated debentures in September 1995, and the redemption of the $42.0 million term loan in December 1995.

Interest income decreased in 1996 primarily due to lower levels of invested cash due mainly to the redemption of long-term debt.

Foreign currency losses were $0.5 million for the third quarter of 1996 as compared to $2.5 million for the same quarter in 1995. The third quarter of the prior year included losses in the Nigerian naira.

The benefit (provision) for income taxes in the third quarter of 1996 is a benefit of $21.3 million as compared to a provision of $34.9 million in the prior year quarter. The benefit in 1996 includes tax credits of $43.7 million due to the recognition of net operating loss carryforwards and the settlement during the quarter of various issues with the Internal Revenue Service. See Note 9 to the condensed consolidated financial statements for additional information on the tax benefits recognized in the third quarter of 1996.

Net income

Net income from continuing operations in the third quarter of 1996 increased 20% to $82.6 million, or 71 cents per share, compared with $68.8 million, or 60 cents per share, in the same quarter of the prior year.

First Nine Months of 1996 Compared with the First Nine Months of 1995

Revenues

Consolidated revenues increased 26% to $5,251.5 million in the first nine months of 1996 compared with $4,161.3 million in the same period of the prior year. Approximately 54% of the Company's consolidated revenues were derived from international activities in the first nine months of 1996 compared to 51% in the same period of 1995. Consolidated international revenues increased 34% in the first nine months of 1996 over the same period of 1995. Consolidated United States revenues increased by 18% in the first nine months of 1996 compared to the same period of 1995.

Energy Services revenues increased by 15% compared with a 6% increase in drilling activity as measured by the worldwide rotary rig count for the first nine months of 1996 over the same period of the prior year. International revenues increased by 12%, reflecting growth in the Europe/Africa and Latin America markets. United States revenues increased 19% while the United States rig count increased 6% over the same period of the prior year.

Engineering and Construction Services revenues increased 35% to $3,087.7 million compared with $2,279.7 million in the same nine month period of the prior year due primarily to higher activity levels in the pulp and paper, energy and chemicals industries as well as a service contract with the US Department of Defense to provide technical and logistical support for military peacekeeping operations in Bosnia.

Operating income

Consolidated operating income decreased 5% to $255.7 million in the first nine months of 1996 compared with $269.8 million in the same period of the prior year. The current year operating income includes special charges of $65.3 million for the reorganization of Engineering and Construction Services, reorganization of various company-wide administrative support functions, and other business structure costs. See Note 9 to the condensed consolidated financial statements for additional information about these charges. Excluding the special charges noted above, operating income for the nine months was $321.0 million, or 19% higher than the prior year period. Excluding the special charges, approximately 71% of the Company's consolidated operating income was derived from international activities in the first nine months of 1996 compared to 67% in the same period of 1995.

Energy Services operating income increased 24% to $261.2 million in the first nine months of 1996 compared with $211.5 million in the same period of the prior year. The operating margin for the first nine months of 1996 was 12.1% compared to the prior year operating margin of 11.2%. The increase in operating income in 1996 is primarily related to higher activity levels in North America from deepwater drilling in the Gulf of Mexico; Europe/Africa, primarily related to the North Sea; and Latin America, from activities in Mexico.

Engineering and Construction Services operating income for the first nine months of 1996 was $86.2 million compared to 1995 operating income of $80.2 million. Operating margins were 2.8% in for the first nine months of 1996 and 3.5% for the same period in 1995. Results for the nine months include fees for the service contract to provide technical and logistical support for military peacekeeping operations in Bosnia as well as $35.0 million of income relating to gain sharing revenue on the Brown & Root portion of the cost savings realized on the BP Andrew alliance. The alliance completed the project seven months ahead of the scheduled production of oil and achieved a $125 million savings compared with the targeted cost. This was offset by a $17.1 million reduction in income due to lower activity levels and revenues generated by European Marine Contractors, Limited, and a $17.1 million charge relating to the impairment of Brown & Root's equity in the Dulles Greenway toll road extension project.

Nonoperating items

Interest expense decreased to $17.5 million in the first nine months of 1996 compared to $40.1 million in the same period of the prior year due primarily to the redemption of the zero coupon convertible subordinated debentures in September 1995, and the redemption of the $42.0 million term loan in December 1995.

Interest income decreased in 1996 primarily due to lower levels of invested cash due mainly to the redemption of long-term debt.

Foreign currency losses were $2.5 million for the first nine months of 1996 as compared to a gain of $0.6 million for the same period in 1995. The prior year period benefited from a gain in the first quarter of 1995 in Nigeria from the devaluation of the naira which was offset by losses primarily related to the Mexican peso. The current year losses are primarily attributable to the devaluation of the Venezuelan bolivar.

The provision for income taxes in the first nine months is $43.8 million as compared to a provision of $92.1 million in the prior year period. The provision in 1996 is net of tax credits of $43.7 million due to the recognition of net operating loss carryforwards and the settlement during the third quarter of various issues with the Internal Revenue Service. See Note 9 to the condensed consolidated financial statements for additional information on the tax benefits recognized in 1996.

Net income

Net income from continuing operations in the first nine months of 1996 increased 24% to $201.2 million, or $1.74 per share, compared with $161.9 million, or $1.41 per share, in the same period of the prior year.

Realignment of product and service lines

The Company has announced plans to realign certain of its product and service lines to exploit opportunities with its energy based customers. Beginning in the 1996 fourth quarter, the Energy Services business segment will include Halliburton Energy Services; Brown & Root Energy Services, which includes the upstream oil and gas engineering and construction activities; Landmark Graphics Corporation, which includes integrated exploration and production information systems and professional services; and Halliburton Energy Development, which has been formed to create business opportunities for the development, production and operation of customers' oil and gas fields.

In addition, the Company has announced a restructuring of the remaining services of the Engineering and Construction Services segment into two service lines to more closely align with its customers. One service line will focus on delivering engineering and construction services to commercial customers and the other will focus on servicing government and municipal customers. The cost of implementing this program is reflected in the 1996 third quarter $65.3 million pre-tax charge.

LIQUIDITY AND CAPITAL RESOURCES

The Company ended the third quarter of 1996 with cash and equivalents of $35.1 million, a decrease of $139.8 million from the end of 1995.

Operating activities

Cash flows from operating activities were $149.0 million in the first nine months of 1996, as compared to $353.0 million in the first nine months of 1995. The major operating activity use of cash in 1996 was to fund working capital requirements related to increased revenues from Energy Services and Engineering and Construction Services.

Investing activities

Cash flows used in investing activities were $264.1 million and $158.1 million in the first nine months of 1996 and 1995, respectively. Included in 1996 investing activities is $41.3 million related to the Company's share of the purchase price of a subsidiary acquired by the Company's M-I Drilling affiliate. Capital expenditures made by Energy Services for fixed assets were $44.9 million higher in the first nine months of 1996 compared to the prior year period.

Financing activities

Cash flows used in financing activities were $23.2 million in the first nine months of 1996 compared to $498.1 million in the first nine months of 1995. The Company borrowed $51.5 million in short-term bank borrowings in the first nine months of 1996 to fund cash requirements. Proceeds from exercises of stock options provided $14.4 million in the first nine months of 1996 compared to $1.8 million in the same period of the prior year. The Company redeemed the entire outstanding principal amount of zero coupon convertible subordinated debentures during the third quarter of 1995 of $390.7 million.

The Company has the ability to borrow additional short-term and long-term funds if necessary.

LANDMARK GRAPHICS ACQUISITION

On October 4, 1996, the Company completed its acquisition of Landmark Graphics Corporation in a stock transaction. See Note 7 to the condensed consolidated financial statements for additional information.

DISCONTINUED OPERATIONS

The Company completed its exit from the insurance industry segment on January 23, 1996, with distribution of the Company's property and casualty insurance subsidiary, Highlands Insurance Group, Inc., to its shareholders in a tax-free spin-off. The operations of the Insurance Services Group have been classified as discontinued operations. See Note 8 to the condensed consolidated financial statements for additional information.

ENVIRONMENTAL MATTERS

The Company is involved as a potentially responsible party in remedial activities to clean up various "Superfund" sites under applicable Federal law which imposes joint and several liability, if the harm is indivisible, on certain persons without regard to fault, the legality of the original disposal, or ownership of the site. Although it is very difficult to quantify the potential impact of compliance with environmental protection laws, management of the Company believes that any liability of the Company with respect to all but one of such sites will not have a material adverse effect on the results of operations of the Company. See Note 6 to the condensed consolidated financial statements for additional information on the one site.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

(3) By-laws of the Company, as amended through July 18, 1996.

(11) Statement regarding computation of earnings per share.

(27) Financial data schedule for the nine months ended September 30, 1996 (included only in the copy of this report filed electronically with the Commission).

(b) Reports on Form 8-K

During the third quarter of 1996:

A Current Report was filed on Form 8-K dated July 3, 1996, reporting on Item 5. Other Events, regarding a press release dated July 1, 1996, announcing the definitive agreement providing for the acquisition of Landmark Graphics Corporation by Halliburton and the formation of plans to develop a worldwide distributed management solution with Electronic Data Systems Corporation.

A Current Report was filed on Form 8-K dated July 19, 1996, reporting on Item 5. Other Events, regarding a press release dated July 18, 1996, announcing the dividend declaration of the second quarter dividend.

A Current Report was filed on Form 8-K dated July 29, 1996, reporting on Item 5. Other Events, regarding a press release dated July 23, 1996, announcing second quarter results and regarding a press release dated July 25, 1996, announcing the contract-to-produce agreement with Cairn Energy to develop the Sangu natural gas field, located in Bangladesh's offshore Block 16.

A Current Report was filed on Form 8-K dated August 2, 1996, reporting on Item 5. Other Events, regarding a press release dated July 31, 1996, announcing the election of Delano E. Lewis to the Company's Board of Directors.

A Current Report was filed on Form 8-K dated August 20, 1996, reporting on Item 5. Other Events, regarding a press release dated August 20, 1996, announcing the appointment of Dave Gribbin as Vice President for Government Relations.

A Current Report was filed on Form 8-K dated September 25, 1996, reporting on Item 5. Other Events, regarding a press release dated September 24, 1996, announcing the realignment of the Company's business segments.

During the fourth quarter of 1996 to the date hereof:

A Current Report was filed on Form 8-K dated October 8, 1996, reporting on Item 5. Other Events, regarding a press release dated October 4, 1996, announcing the Company had completed the acquisition of Landmark Graphics Corporation.

A Current Report was filed on Form 8-K dated October 24, 1996, reporting on Item 5. Other Events, regarding a press release dated October 22, 1996, announcing third quarter results.

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 thereunto duly authorized.

HALLIBURTON COMPANY
(Registrant)

Date November 12, 1996	By /s/ David J. Lesar
	David J. Lesar Executive Vice President Chief Financial Officer
Date November 12, 1996	By /s/ R. Charles Muchmore
	R. Charles Muchmore Vice President and Controller Principal Accounting Officer

Index to Exhibits

Exhibit 3	By-laws of the Company, as amended through July 18, 1996.
Exhibit 11	Statement regarding computation of Earnings per share.
Exhibit 27	Financial data schedule for the nine months ended September 30, 1996.

HALLIBURTON COMPANY
BY-LAWS
AS AMENDED

Offices

1. The principal office shall be in the City of Wilmington, County of New Castle, State of Delaware, and the name of the agent in charge thereof shall be The Corporation Trust Company of America, and the Corporation shall also have offices in the Cities of Dallas and Houston, State of Texas, in the City of Duncan, State of Oklahoma, and at such other places as the Board of Directors may, from time to time, appoint.

Seal

2. The corporate seal shall have inscribed thereon around the margin the words "Halliburton Company" and "Delaware" and across the center thereof the words "Corporate Seal".

Stockholders' Meetings

3. All meetings of the stockholders for the election of Directors shall be held in the City of Dallas, State of Texas, at such place as may be fixed from time to time by the Board of Directors or at such other place either within or without the State of Delaware as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. Meetings of stockholders for any other purpose may be held at such time and place within or without the State of Delaware, as shall be stated in the notice of the meeting.

4. Annual meetings of the stockholders shall be held on the third Tuesday in the month of May each year if not a legal holiday, and if a legal holiday, then on the next succeeding business day, at 9:00 a.m., or at such other date and time as shall be designated, from time to

time, by the Board of Directors and stated in the notice of meeting, at which time they shall elect by a plurality vote a Board of Directors, in the manner provided for in the Certificate of Incorporation, and transact such other business as may be brought before the meeting.

5. At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be (i) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board, (ii) otherwise properly brought before the meeting by or at the direction of the Board, or (iii) otherwise properly brought before the meeting by a stockholder. In addition to any other applicable requirements, for business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary. To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation, not less than ninety (90) days prior to the first anniversary date of the immediately preceding annual meeting of stockholders of the Corporation. A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (b) the name and address, as they appear on the Corporation's books, of the stockholder proposing such business, (c) the class and number of shares of the Corporation which are beneficially owned by the stockholder, (d) a representation that the stockholder or a qualified representative of the stockholder intends to appear in person at the meeting to bring the proposed business before the annual meeting, and (e) any material interest of the stockholder in such business.

Notwithstanding anything in the By-laws to the contrary, no business shall be conducted at the annual meeting except in accordance with the procedures set forth in this Section 5; provided, however, that nothing in this Section 5 shall be deemed to preclude discussion by any stockholder of any business properly brought before the annual meeting in accordance with said procedure.

The Chairman of an annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Section 5, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

Notwithstanding the foregoing provisions of this Section 5, a stockholder shall also comply with all applicable requirements of the Securities and Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder with respect to the matters set forth in this Section 5.

6. Only persons who are nominated in accordance with the following procedures shall be eligible for election as Directors. Nominations of persons for election to the Board of Directors of the Corporation may be made at a meeting of stockholders (i) by or at the direction of the Board of Directors by any nominating committee or person appointed by the Board or (ii) by any stockholder of the Corporation entitled to vote for the election of Directors at the meeting and who complies with the notice procedures set forth in this Section 6. Such nominations, other than those made by or at the direction of the Board, shall be made pursuant to timely notice in writing to the Secretary. To be timely, a stockholder's notice shall be delivered to or mailed and received at the principal executive offices of the Corporation (a) with respect to an election to

be held at the annual meeting of stockholders, not less than ninety (90) days prior to the first anniversary date of the immediately preceding annual meeting of stockholders of the Corporation and (b) with respect to an election to be held at a special meeting of stockholders, not later than the close of business on the tenth (10th) day following the day on which notice of the date of the special meeting was mailed to stockholders or public disclosure of the date of the special meeting was made, whichever first occurs. Such stockholder's notice to the Secretary shall set forth (x) as to each person whom the stockholder proposes to nominate for election or re-election as a Director, (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the person, and (iv) all other information relating to the person that is required to be disclosed in solicitations for proxies for election of Directors, or is otherwise required, pursuant to Regulation 14A under the Securities Exchange Act of 1934 as amended (including such person's written consent to being named in the proxy statement as a nominee and to serve as a Director, if elected; and (y) as to the stockholder giving the notice (i) the name and address, as they appear on the Corporation's books, of such stockholder and (ii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the stockholder. The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as Director of the Corporation. Other than Directors chosen pursuant to the provisions of Section 13, no person shall be eligible for election as a Director of the Corporation unless nominated in accordance with the procedures set forth herein.

The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded. Notwithstanding the foregoing provisions of this Section 6, a stockholder shall also comply with all applicable requirements of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the matters set forth in this Section 6.

7. The holders of a majority of the voting stock issued and outstanding, present in person, or represented by proxy shall constitute a quorum at all meetings of the stockholders for the transaction of business.

8. At each meeting, every stockholder shall be entitled to vote in person or by proxy and shall have one (1) vote for each share of voting stock registered in his name on the stock books except as provided in Section 13 hereof.

9. Written notices of the annual meeting shall be mailed not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting directed to his address as it appears on the records of the Corporation.

10. A complete list of the stockholders entitled to vote at each meeting of the stockholders, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder shall be prepared and shall be open to the examination of any stockholder, for any purpose germane to the meeting during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be

produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

11. Special meetings of the stockholders may be called by the Chairman of the Board (if any), by the President, by the Board of Directors, or by stockholders owning a majority in the amount of the entire stock of the Corporation with voting privileges issued and outstanding.

12. Written notice of a special meeting of stockholders shall be mailed not less than ten (10) nor more than fifty (50) days before the date of the meeting to each stockholder entitled to vote at such meeting directed to his address as it appears on the records of the Corporation.

13. Cumulative voting shall not be allowed. Each stockholder shall be entitled, at all elections of Directors of the Corporation, to as many votes as shall equal the number of shares of stock held and owned by him and entitled to vote at such meeting under Article NINTH of the Certificate of Incorporation, as amended, for as many Directors as there are to be elected, unless such right to vote in such manner is limited or denied by other provisions of the Certificate of Incorporation.

Vacancies caused by the death or resignation of any Director and newly created directorships resulting from any increase in the authorized number of Directors may be filled by a vote of at least a majority of the Directors then in office, though less than a quorum, and the Directors so chosen shall hold office until the next annual meeting of the stockholders.

Directors

14. The property and business of the Corporation shall be managed by its Board of Directors. The number of Directors which shall constitute the whole Board shall not be less than eight (8) nor more than twenty (20). Within the limits above specified, the number of Directors

shall be determined by resolution of the Board of Directors or by the stockholders at the annual meeting. Each Director shall be elected to serve for the term of one (1) year and until his successor shall be elected and shall qualify.

15. The Directors shall hold their meetings in Dallas, Texas, and at such other places as they may designate, and may keep the books of the Corporation outside of Delaware, in the City of Duncan, Oklahoma, in the City of Dallas, Texas, or at such other places as they may, from time to time, determine.

16. In addition to the powers and authorities by these By-laws expressly conferred upon them, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by the Certificate of Incorporation and not by statute required to be exercised or done by the stockholders.

17. Each member of the Board shall be paid such fee as the Board of Directors may, from time to time, by resolution determine.

Meetings of the Board

18. Immediately after each annual stockholders' meeting, the newly elected Board shall meet and for the ensuing year elect such officers with such titles and duties as may be necessary to enable the Corporation to sign instruments and stock certificates which comply with Sections 103(a)(2) and 158 of Chapter 1, General Corporation Laws of the State of Delaware, and may elect such other officers as may be specified in these By-laws or as may be determined by the Board and shall attend to such other business as may come before the Board.

19. Regular meetings of the Board may be held without notice at such time and place as shall be determined by the Board.

20. At all meetings of the Board, a majority of Directors shall be necessary to constitute a quorum.

21. Special meetings of the Board may be called by the Chairman of the Board (if any) or the President upon one (1) day's notice to each Director either personally or in the manner permitted by Section 34 hereof. Special meetings shall be called by the Chairman of the Board (if any), the President or Secretary in like manner and on like notice on the written request of two (2) Directors.

Officers

22. The officers of the Corporation shall be a President, one or more Vice Presidents (any one or more of whom may be designated Executive Vice President or Senior Vice President), a Secretary, a Treasurer, a Controller, one or more Assistant Secretaries and, if the Board of Directors so elects, a Chairman of the Board. Such officers shall be elected or appointed by the Board of Directors. All officers as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these By-laws, or, to the extent not provided, as may be prescribed by the Board of Directors or by the President acting under authority delegated to him by the Board.

23. The Chairman of the Board (if any) and the President shall be members of the Board. The other officers need not be members of the Board. Any two (2) or more offices may be held by the same person.

24. The Board may elect or appoint such other officers and agents as it may deem necessary, who shall have such authority and shall perform such duties as shall be prescribed by the Board.

25. The officers of the Corporation shall hold office for one (1) year from date of their election and until their successors are chosen and qualify. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board.

Vacancies

26. If any office of the Corporation is vacant for any reason, the Board of Directors may choose a successor, who shall hold office for the unexpired term, or the powers or duties of any such office may be delegated as the Board may determine.

Duties of Officers May Be Delegated

27. In case of the absence, inability or refusal to act of any officer, the Board may delegate the powers or duties of such officer to any other officer, for the time being.

Certificate of Stock

28. The Board of Directors may make such rules and regulations as it may deem expedient for the issuance, transfer and registration of certificates for shares of stock of the Corporation, including the appointment of transfer agents and registrars.

Such certificates shall be numbered and entered on the books of the Corporation as they are issued, and shall set forth the holder's name and number of shares and shall be impressed with the corporate seal or bear a facsimile thereof, and shall be signed by the Chairman of the Board (if any), the President or any Vice President and the Secretary or Assistant Secretary of the Corporation and countersigned by an independent transfer agent and registered by an independent registrar. Any or all of the signatures may be facsimiles unless the regulations of the New York Stock Exchange then in effect shall require to the contrary. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall cease to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

Transfer of Stock

29. Transfer of stock shall be made on the books of the Corporation only upon written order of the person named in the certificate or his attorney, lawfully constituted in writing and upon surrender of such certificate.

30. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

31. All checks, unless otherwise directed by the Board, shall be signed by the Treasurer or Assistant Treasurer and countersigned by the Chairman of the Board (if any), President, any Vice President or the Controller. The Treasurer or Assistant Treasurer, Chairman of the Board (if any), President, any Vice President, the Controller, or any one of them, may

appoint such officers or employees of the Corporation as the one or ones so making the appointment shall deem advisable to audit and approve Corporation vouchers and checks and to sign such checks with an approved mechanical check-signer. Any officer or employee so designated to audit, approve or sign checks shall execute a bond to the Corporation in such amount as the Directors, from time to time, may designate, and with sureties satisfactory to the Directors. All notes, debentures and bonds, unless otherwise directed by the Board, or unless otherwise required by law, shall be signed by the Treasurer or Assistant Treasurer and countersigned by the Chairman of the Board (if any), President or any Vice President.

Dividends

32. Dividends upon the capital stock, when earned, may be declared by the Board at any regular or special meeting.

33. Before payment of any dividend, there shall be set aside out of the surplus or net profits of the Corporation such sum or sums as the Directors, from time to time, think proper as a reserve fund to meet contingencies, or for such other purposes as the Directors shall think conducive to the interest of the Corporation.

34. Whenever, under the provisions of these By-laws, notice is required to be given it shall not be construed to mean personal notice, but such notice may be given in writing by mail, addressed to such stockholder, officer or Director, at such address as appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice may also be given by prepaid telegram, telex or facsimile transmission, which notice shall be deemed to have been given when sent or transmitted.

35. Any stockholder, Director or officer may waive any notice required to be given under these By-laws.

36. These By-laws may be altered or repealed at any regular meeting of the stockholders, or at any special meeting of the stockholders at which a quorum is present or represented, provided notice of the proposed alteration or repeal be contained in the notice of such special meeting, by the affirmative vote of the majority of the stockholders entitled to vote at such meeting and present or represented thereat, or by the affirmative vote of the majority of the Board of Directors at any regular meeting of the Board, or at any special meeting of the Board, if notice of the proposed alteration or repeal be contained in the notice of such special meeting; provided, however, that no change in these By-laws setting the time or place of the meeting for the election of Directors shall be made within sixty (60) days next before the day on which such meeting is to be held, and that in case of any change in such time or place, notice thereof shall be given to each stockholder in person or by letter mailed to his last known post office address at least twenty (20) days before the meeting is held.

Provisions for National Emergencies

37. During periods of emergency resulting from an attack on the United States or on a locality in which the Corporation conducts its business or customarily holds meetings of its Board of Directors or its stockholders, or during any nuclear or atomic disaster, or during the existence of any catastrophe, or other similar emergency condition, the following provisions shall apply notwithstanding any different provisions elsewhere contained in these By-laws:

(a) Whenever, during such emergency and as a result thereof, a quorum of the Board of Directors or a standing committee thereof cannot readily be convened for action, a meeting of such Board or committee thereof may be called by any officer or Director by a notice of the time and place given only to such of the Directors as it may be feasible to reach at the time and by such means as may be feasible at the time, including publications or radio. The Director or Directors in attendance at the meeting shall constitute a quorum; provided, however, that the officers or other persons present who have been designated on a list approved by the Board before the emergency, all in such order of priority and subject to such conditions and for such period of time as may be provided in the resolution approving such list, or in the absence of such a resolution, the officers of the Corporation who are present, in order of rank, and within the same rank in order of seniority, shall to the extent required to provide a quorum be deemed Directors for such meeting.

(b) The Board, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all officers or agents of the Corporation shall for any reason be rendered incapable of discharging their duties.

(c) The Board either before or during any such emergency, may, effective in the emergency, change the head office or designate several alternative head offices or regional offices, or authorize the officers so to do.

(d) No officer, Director or employee acting in accordance with this article shall be liable except for willful misconduct.

(e) To the extent not inconsistent with this article, all other articles of these Bylaws shall remain in effect during any emergency described in this article and upon its termination the provisions of this article covering the duration of such emergency shall cease to be operative.

Divisions and Divisional Officers
Groups and Group Officers

38. (a) Divisions of the Corporation may be formed, and existing divisions dissolved, by resolution of the Board of Directors of the Corporation or through designation in writing by the President.

The President of the Corporation, or his delegate, shall supervise the management and operations of its divisions and shall have the authority to appoint the officers thereof and the power to remove them and to fill any vacancies.

To the extent not inconsistent with these By-laws or a resolution of the Board of Directors of the Corporation, the officers of each division shall perform such duties and have such authority with respect to the business and affairs of that division as may be granted, from time to time, by the President of the Corporation, or his delegate. With respect to the affairs of such division and in the regular course of business of such division, officers of each division may sign contracts and other documents in the name of the division, where so authorized; provided, however, subject to the provisions of the next succeeding sentence of this Paragraph, that an officer of one division shall not have authority to bind any other division of the Corporation, nor to bind the Corporation, except as to the normal and usual business and affairs of the division of which he is an officer. Notwithstanding the provisions of the preceding sentence, if a division of the Corporation is formed to provide shared services for the Corporation and/or its operating units, officers, to the extent that and with respect to matters to which they have been delegated such authority in writing by the President or his delegate, may execute contracts in the name of and bind the Corporation or any of its divisions; provided, however, that no officer of a division formed to perform shared services shall contract in the name of or otherwise bind a subsidiary or other legal entity in which the Corporation owns an interest with respect to shared services matters unless such officer of such division taking such action (i) is an officer of such subsidiary or such other legal entity and is duly authorized to take such action in the name of and on behalf of such subsidiary or other legal entity or (ii) takes such action on behalf of such subsidiary or other legal entity pursuant to the grant of a duly authorized power of attorney. A divisional officer, unless specifically elected to one of the designated offices of the Corporation, shall not be construed as an officer of the Corporation.

(b) To facilitate the attainment of certain goals and objectives by various divisions and subsidiaries of the Corporation engaged in common pursuits or in activities within the same or similar areas of business activity, a group or groups of such subsidiaries and divisions may be formed by resolution of the Board of Directors of the Corporation or through designation in writing by the President of the Corporation, or his delegate.

The activities of any such group shall be administered and coordinated by the officers of the group and, if desired by the President of the Corporation, or his delegate, by an operating committee. In such event, the number of members of such operating committee shall be determined by the President of the Corporation, or his delegate, who shall appoint the members thereof and have the power to remove them and substitute other members. The duties of any such operating committee shall be to aid in the administration and coordination of group activities and to consult with and advise the officers of the group in achieving goals and objectives of such group.

Officers of a group established pursuant to the provisions hereof may include a chairman, a president, one or more vice presidents, a treasurer, a secretary and such other officers as may facilitate operations of the group. The President, or his delegate, shall have the authority to appoint the officers of a group and the power to remove them and to fill any vacancies. To the extent not inconsistent with these By-laws or a resolution of the Board of Directors of the Corporation, the officers of each group shall have such duties and authority with respect to the activities and affairs of the group as may be granted, from time to time, by the President of the Corporation, or his delegate.

Contracts may not be entered into in the name of any group, but any officer of the group, where so authorized, may execute contracts and other documents in the name of the Corporation on behalf of the members of the group or any division of the Corporation that is a member of the group; provided, however, that in no case shall an officer of the group have authority to bind the Corporation except as to the normal and usual business and affairs of the group of which he or she is an officer; and provided further that a group officer may not execute contracts for any subsidiary who is a member of the group unless (i) he or she executes the same under a duly authorized power of attorney or (ii) he or she is also an officer of such subsidiary and executes the contract in such capacity.

Indemnification

39. (a) Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was or has agreed to become a director or officer of the Corporation or is or was serving or has agreed to

serve at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving or having agreed to serve as a director or officer shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended, (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity hereunder and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section 39 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Delaware General Corporation Law requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise.

(b) If a claim under Paragraph (a) of this Section 39 is not paid in full by the Corporation within ninety days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) The right to indemnification and the advancement and payment of expenses conferred in this Section 39 shall not be exclusive of any other right which any person may have or hereafter acquire under any law (common or statutory), provision of the Certificate of Incorporation of the Corporation, By-law, agreement, vote of stockholders or disinterested directors or otherwise.

(d) The Corporation may maintain insurance, at its expense, to protect itself and any person who is or was serving as a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

(e) If this Section 39 or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each director or officer of the Corporation as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Section 39 that shall not have been invalidated and to the full extent permitted by applicable law.

Revised July 18, 1996

HALLIBURTON COMPANY
EXHIBIT 11

COMPUTATION OF EARNINGS PER SHARE

The calculation below for earnings per share of the $2.50 par value Common Stock of the Company on a primary and fully diluted basis for the three and nine months ended September 30, 1996 and 1995, is submitted in accordance with Regulation S-K item 601 (b) (11).

	Three Months Ended September 30		Nine Months Ended September 30	
	1996	1995	1996	1995
	Millions of dollars except per share data		Millions of dollars except per share data	
Primary:				
Net income	$ 82.6	$ 1.1	$ 201.2	$ 96.4
Average number of common and common share equivalents outstanding	115.6	114.6	115.6	114.4
Primary net income per share	$ 0.71	$ 0.01	$ 1.74	$ 0.84
Fully Diluted:				
Net income	$ 82.6	$ 1.1	$ 201.2	$ 96.4
Add after-tax interest expense applicable to Zero Coupon Convertible Subordinated Debentures due 2006	-	2.3	-	9.2
Adjusted net income	$ 82.6	$ 3.4	$ 201.2	$ 105.6
Adjusted average number of shares outstanding	115.6	118.0	115.6	119.0
Fully diluted earnings per share	$ 0.71	$ 0.03	$ 1.74	$ 0.89

The foregoing computations do not reflect any significant potentially dilutive effect the Company's Preferred Stock Purchase Rights Plan could have in the event such Rights become exercisable and any shares of either Series A Junior Participating Preferred Stock or Common Stock of the Company are issued upon the exercise of such Rights.

THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE HALLIBURTON COMPANY CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 1996, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000,000

9-MOS
DEC-31-1996
SEP-30-1996
35
0
1,679
0
312
2,269
3,407
2,231
4,087
1,453
200
298
0
0
1,592
4,087
0
5,252
0
4,878
0
0
18
245
44
201
0
0
0
201
1.74
1.74

Receivables are presented net of allowances.