

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (date of earliest event reported)

AUGUST 21, 1998

Halliburton Company  
(Exact name of registrant as specified in its charter)

State or other jurisdiction of incorporation	Commission File Number	IRS Employer Identification Number
Delaware	1-3492	No. 75-2677995

3600 Lincoln Plaza  
500 North Akard Street  
Dallas, Texas 75201-3391  
(Address of principal executive offices)

Registrant's telephone number,  
including area code - 214/978-2600

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INFORMATION TO BE INCLUDED IN REPORT

Item 5. Other Events

The registrant may, at its option, report under this item any events, with respect to which information is not otherwise called for by this form, that the registrant deems of importance to security holders.

On August 21, 1998 registrant issued a press release entitled Halliburton to Sell M-I Interest to Smith International pertaining, among other things, to an announcement that registrant and Smith International have entered into a definitive agreement pursuant to which Smith International will purchase registrant's 36 percent ownership interest in M-I L.L.C. for \$265 million. The purchase price will be paid in the form of a non-interest bearing promissory note due 240 days after closing. Closing is expected by the end of August, 1998. All of M-I's debt will remain an obligation of M-I.

Item 7. Financial Statements and Exhibits

List below the financial statements, pro forma financial information and exhibits, if any, filed as part of this report.

(c) Exhibits.

Exhibit 20 - Press release dated August 21, 1998.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HALLIBURTON COMPANY

Date: August 21, 1998

By: /s/ Susan S. Keith

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Susan S. Keith  
Vice President and Secretary

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EXHIBIT INDEX

Exhibit Number	Description	Sequentially Numbered Page
20	Press Release of August 21, 1998 Incorporated by Reference	5 of 5

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FOR IMMEDIATE RELEASE  
August 21, 1998

Contact: Guy T. Marcus  
V P-Investor Relations  
Halliburton  
(214) 978-2691

John J. Kennedy  
CFO  
Smith International  
(281) 443-3370

HALLIBURTON TO SELL M-I INTEREST TO SMITH INTERNATIONAL

DALLAS, Texas -- Halliburton Company (NYSE:HAL) and Smith International, Inc., (NYSE, PSE:SII) jointly announce today that they have entered into a definitive agreement pursuant to which Smith International will purchase Halliburton's 36 percent ownership interest in M-I L.L.C. for \$265 million. M-I is a leading supplier of drilling and completion fluid products/systems, services and equipment to the worldwide petroleum industry. Smith currently owns 64 percent of M-I.

The purchase price will be paid by Smith in the form of a non-interest bearing promissory note due 240 days after closing. All of M-I's debt will remain an obligation of M-I. Closing is expected by the end of August 1998. This transaction will complete Halliburton's commitment to sell its M-I interest in connection with its pending merger with Dresser Industries, Inc. (NYSE:DI) which is expected to close this fall.

Smith International, Inc. is a leading worldwide supplier of premium products and services to the oil and gas exploration, production and petrochemical industries through its five principal business units - M-I Fluids, M-I SWACO, Smith Bits, Smith Drilling & Completions and Wilson Supply.

Halliburton Company is one of the world's largest diversified energy services, engineering, maintenance, and construction companies. Founded in 1919, Halliburton provides a broad range of energy services and products, industrial and marine engineering and construction services.

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