

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)

MARCH 3, 1997

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

Page 1 of 5 Pages  
The Exhibit Index Appears on Page 4

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 March 3, 1997, a press release was issued from the United Kingdom by Barings Brothers International Limited entitled Halliburton Company Recommended Cash Offer for OGC International PLC ("OGC") pertaining, among other things, to an announcement that registrant's wholly-owned subsidiary, Halliburton Holdings Limited, announced that its recommended cash offer to acquire the whole of the existing issued share capital of OGC is unconditional as to acceptances and will remain open until further notice. The press release also announced that, as of February 28, 1997, valid acceptances of the offer had been received in respect of approximately 93.3 percent of the outstanding share capital.

The foregoing summary is subject to the full text of the press release with respect thereto, a copy of which is attached hereto as Exhibit 20, which exhibit is incorporated herein by reference.

Item 7. Financial Statements and Exhibits

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

(c) Exhibits.

Exhibit 20 - Press release dated March 3, 1997.

Page 2 of 5 Pages  
The Exhibit Index Appears on Page 4

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: March 3, 1997

By: /s/ Susan S. Keith

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Susan S. Keith  
Vice President, Secretary and  
Corporate Counsel

EXHIBIT INDEX

Exhibit Number	Description	Sequentially Numbered Page
20	Press Release of March 3, 1997 Incorporated by Reference	5 of 5

PRESS RELEASE

To: City Editors

Embargoed Until 7:30 a.m. 3rd March, 1997

3rd March, 1997

(Not for Distribution to or into the United States of America, Canada, Australia or Japan)

HALLIBURTON COMPANY  
RECOMMENDED CASH OFFER FOR  
OGC INTERNATIONAL PLC ("OGC")

OFFER UNCONDITIONAL AS TO ACCEPTANCES

Halliburton Holdings Limited ("Halliburton"), a wholly-owned subsidiary of Halliburton Company, announces that its recommended cash offer to acquire the whole of the existing issued share capital of OGC (the "Offer") is unconditional as to acceptances and will remain open until further notice.

By 3:00 p.m. on Friday, 28th February, 1997 valid acceptances of the Offer had been received in respect of 56,744,730 OGC shares (representing approximately 93.3 percent of the existing issued share capital of OGC).

Prior to the announcement of the Offer, Halliburton had received irrevocable undertakings to accept the Offer in respect of 24,574,760 OGC shares (representing approximately 40.4 percent of the existing issued share capital of OGC). All of these shares have been validly assented to the Offer.

Prior to the Offer period commencing on 23rd December, 1996 neither Halliburton Company nor Halliburton nor any persons acting in concert with them owned any OGC shares or rights over OGC shares nor have they acquired or agreed to acquire (other than pursuant to the Offer) any OGC shares or rights over OGC shares during the Offer period.

Press enquiries:

Halliburton Company                      Guy Marcus                                      001 214 978 2691

Baring Brothers  
International Limited                      Nicholas Backhouse                              0171 767 1000

Persons receiving this press announcement should note that, in connection with the Offer described above, Baring Brothers International Limited is acting for Halliburton Company and Halliburton Holdings and no-one else and will not be responsible to anyone other than Halliburton Company and Halliburton Holdings for providing the protections afforded to its customers or for providing advice in relation to the Offer. Baring Brothers International Limited is regulated by The Securities and Futures Authority Limited.