SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For fiscal year ended DECEMBER 31, 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 1-4601

SCHLUMBERGER N.V. (SCHLUMBERGER LIMITED)
(Exact name of registrant as specified in its charter)

NETHERLANDS ANTILLES	52-0684746
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
277 PARK AVENUE NEW YORK, NEW YORK, U.S.A.	10172-0266
42, RUE SAINT DOMINIQUE PARIS, FRANCE	75007
LAAN VAN MEERDERVOORT 55, THE HAGUE, THE NETHERLANDS	2517 AG
(Addresses of principal executive offices)	(Zip Codes)

Registrant's telephone number in the United States, including area code, is: (212) 350-9400.

PART I

Item 1 Business

All references herein to "Registrant" and "Company" refer to Schlumberger Limited and its consolidated subsidiaries. Registrant's business is comprised of three industry segments - l) Oilfield Services, 2) Measurement & Systems, and 3) Omnes. Due to immateriality, Omnes is not a reportable segment for financial reporting purposes.

Oilfield Services

Oilfield Services offers exploration and production services to the petroleum industry throughout the world in its search for and recovery of oil and gas. Essentially, the services are provided at the wellsite. Oilfield Services is comprised of Wireline & Testing, Dowell, Geco-Prakla, Sedco Forex, Anadrill, GeoQuest, and Integrated Project Management. Wireline & Testing provides well evaluation, well testing and production enhancement and monitoring services on land and offshore. Dowell provides cementing, stimulation, coiled tubing and drilling fluids services to enhance well productivity. Geco-Prakla provides acquisition, processing and interpretation of land, transition zone and marine seismic data. Sedco Forex owns and operates offshore and land drilling rigs. Anadrill provides directional drilling services as well as measurements-while-drilling and logging-while-drilling services. GeoQuest provides oil companies with software and computer services to maximize the value of their exploration and production data. Integrated Project Management offers the selection of optimum oilfield technology, safety and quality management systems for well construction, production and field development projects.

Registrant's Oilfield Services are marketed by its own personnel. The customer base, business risks, and opportunities for growth are essentially uniform across all the product lines. There is a sharing of production facilities and research centers; labor force is interchangeable. Technological innovation, quality of service, and price are the principal methods of competition. Competition varies geographically with respect to the different services offered. While there are numerous competitors, both large and small, Registrant believes that it is an industry leader in providing contract drilling services, seismic services, measurements-while-drilling and logging-while-drilling services, and fully computerized wireline logging and geoscience software and computing services.

Measurement & Systems

Measurement & Systems products are essentially "measurement instruments", be they for measuring telecommunications operations, quality defects in semiconductors or energy/water consumption. The predominant source of revenue is from customers which are mainly suppliers of energy, water, communications, transportation and semiconductors. All businesses market both high volume/low price and low volume/high price products. In all businesses the production process is primarily one of assembly/test with various production sites serving several product lines.

Measurement & Systems businesses consist of metering (Electricity & Gas Management and Water Management), Systems & Services, Electronic Transactions and Automatic Test Equipment. Electricity & Gas Management manufactures electricity and gas meters and provides automatic metering reading, revenue collection and load management applications as well as providing gas regulation systems, gas management services and billing systems. Water Management manufactures meters for measuring water, thermal energy and industrial fluids consumption and provides water management services, automatic reading services and billing systems. Systems & Services provides metering communication systems and services for Water, Gas, Electricity and Heat markets worldwide including remote reading and wireless communication systems for utility markets; distributed measurement solutions, providing systems integration and data services; and related services including meter reading and installation services worldwide.

Electronic Transactions provides cards, terminals, systems and services for secure financial and data transactions: smart/cards, pay phones, point-of-sale and vending terminals, parking and mass transit management, health care management, gasoline dispensers. Automatic Test Equipment is a supplier of automatic test equipment for semiconductors and electronic circuit boards and diagnostic systems.

Various Measurement & Systems production sites operate for several product lines: St. Etienne, France - Automatic Test Equipment; Simi Valley, California, USA - Automatic Test Equipment and Electronic Transactions; Campinas, Brazil - Electricity Management, Water Management and Electronic Transactions; Buenos Aires, Argentina - Electricity, Water, and Gas Management and Electronic Transactions. Major software and product development efforts are centralized.

Products of the Measurement & Systems industry segment are primarily sold through Registrant's own sales force, augmented through distributors and representatives. The nature of the product range and customer profile allow for transferability of sales personnel among the product lines and cross-product line sales forces in key geographic areas. Such teams represent all five product lines and geographic areas. Such teams operate in Asia, Russia, South America and Central America. Product demand and pricing in all product lines are affected by global and national economic conditions. The price of products in this industry segment varies from less than one hundred dollars to more than a million dollars. There are numerous competitors with regard to these products, and the principal methods of competition are price, performance, and service.

Omnes
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Through a joint venture formed with Cable & Wireless plc in January 1995, Omnes provides communications and information technology solutions to oil and gas companies and to companies with operations in remote locations. Omnes provides products and services in the following areas: internet and electronic messaging services, wide-area and local-area network design and maintenance, and satellite, security, and business applications solutions. Through these activities, Omnes enables energy exploration and production companies to efficiently exchange information and communicate anywhere in the world.

The activities carried on within the industry segments are:

OILFIELD SERVICES

Wireline & Testing

Formation evaluation, well testing and production services for oil and gas wells: borehole measurements of petrophysical, geological and seismic properties; cement and corrosion evaluation; perforating; modular production systems; permanent monitoring and control systems; production logging; and light remedial and abandonment services.

Dowell
Engineering and pumping services for cementing, drilling fluids, fracturing, acidizing, sand control, water control and coiled tubing applications.

Geco-Prakla

Seismic data acquisition, processing and interpretation services for marine, land and transition zone; seismic reservoir monitoring and characterization services; fully integrated project management including survey evaluation and design services; acquisition, processing and sales of non-exclusive surveys.

Sedco Forex

Contract drilling services, offshore and on land, with dynamically positioned drillships, semisubmersibles, jackup rigs, drilling tenders, swamp barges and land rigs; 83 rigs, comprising 50 offshore (4 offshore charters and 6 management contracts) and 33 land rigs.

Anadrill
Real-time drilling services: directional drilling, measurements-while-drilling and logging-while-drilling.

GeoQuest

Exploration and production solutions for optimizing the value of oil and gas reservoirs: integrated software systems, data management solutions and processing and interpretive services.

Integrated Project Management

Project management and well engineering services: selection of optimum oilfield technology; implementation of safety and quality management systems; coordination and management of operations for well construction, production and field development projects.

MEASUREMENT & SYSTEMS

Metering

ELECTRICITY

Systems for management of electricity distribution and usage: residential metering and energy management systems; utility revenue collection systems; commercial, industrial, transmission and distribution measurement and billing products and systems; load management systems.

GAS
Systems for management of gas usage: residential, commercial and industrial gas meters; regulators, governors, safety valves, stations and systems; gas treatment including filtration, odorization and heating; network management; and prepayment systems.

WATER
Meters and systems for management of residential, commercial and industrial water usage covering the range of effective water distribution management and diverse heat distribution and industrial applications.

Systems & Services

Meter communication systems, including remote metering and wireless communication systems for utility markets; distributed measurement solutions, systems integration and data services; and services, providing software and turnkey installation, repair and maintenance solutions to add value in fully managed projects.

Electronic Transactions

Electronic transaction systems: smart and magnetic cards, terminals, equipment and management systems for transactions in a wide range of sectors, including telecommunications, retail and banking, network access and security, systems for retail petroleum, parking and mass transit, health care management and campus communities.

Automatic Test Equipment

Design and manufacture of automatic test equipment, diagnostic systems, back-end automation systems for the testing of semiconductor devices, board test systems as well as testing complete electronic assemblies.

OMNES

Communications and information technology solutions: wide- and local-area networks, including satellite based networks, security, Internet, Intranet, messaging and business application solutions for the energy exploration and production sector that allow information technology systems to communicate anywhere in the world.

Acquisitions
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During 1996, subsidiaries of the Company acquired Solaic, SA (on December 31, 1996), a magnetic and smart card manufacturer; an 80% interest in Printer, a magnetic stripe card manufacturer; Oilphase Sampling Services Ltd., a reservoir fluid sampling company; The Production Analyst* and OilField Manager* software products from OGCI Software, Inc.; Germann, a turnkey gasoline station provider; Gueant, a gas dispenser service company; and a 33% equity interest in DAP Technologies Limited, a developer and manufacturer of rugged handheld computer products. The purchase prices were $75 million, $9 million, $7 million, $8 million, $8 million, $7 million and $4 million, respectively. These acquisitions were accounted for as purchases. Costs in excess of net assets acquired were $91 million which are being amortized on a straight-line basis over periods between 7 and 25 years.

During 1995, subsidiaries of the Company acquired a further 40% interest in CGST-Save, a French gas meter service company; the remaining 40% interest in J.B. Rombach, a German metering business; G.S.I. Saudi Arabia Ltd., a land seismic company; the Petroleum Division of Intera Information Technologies Corporation, a reservoir simulation software company; and Danyl Inc., a point-of-sale terminal manufacturer. The purchase prices were $71 million, $42 million, $15 million, $59 million and $12 million, respectively. These acquisitions were accounted for as purchases. Costs in excess of net assets acquired were $167 million which are being amortized on a straight-line basis over periods between 15 and 25 years.

GENERAL
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Research & Development
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Research to support the engineering and development efforts of Registrant's activities is conducted at Schlumberger Austin Product Center, Austin, Texas; Schlumberger Doll Research, Ridgefield, Connecticut; Schlumberger Cambridge Research, Cambridge, England, and at Fuchinobe, Japan and Montrouge, France.

Patents

While Registrant seeks and holds numerous patents, no particular patent or group of patents is considered material to Registrant's business.

Seasonality

Although weather and natural phenomena can temporarily affect delivery of oilfield services, the widespread geographic location of such services precludes the overall business from being characterized as seasonal. However, because oilfield services are provided in the Northern Hemisphere, severe winter weather can temporarily affect the delivery of such services and products in the winter months.

Customers and Backlogs

Neither Oilfield Services nor Measurement & Systems is dependent on one or a few customers, the loss of which would have a significant adverse impact on its business. Oilfield Services has no backlog since this segment is primarily service rather than product related. The Measurement & Systems segment had a backlog of orders, believed to be firm, of $764 million at December 31, 1996 and a backlog of $751 million at December 31, 1995 on a comparable basis. There is no assurance that any of the current backlog will actually result in sales. About 60% of Omnes' revenue comes from data communications and networking services provided to a number of Schlumberger's companies. Omnes has no backlog since this segment is primarily service, rather than product, related.

Government Contracts

No material portion of Registrant's business is subject to renegotiation of profits or termination of contracts by the US Government.

Employees

As of December 31, 1996, Registrant had approximately 57,000 employees.

Non-US Operations

Registrant's non-US operations are subject to the usual risks which may affect such operations. Such risks include unsettled political conditions in certain areas, exposure to possible expropriation or other governmental actions, exchange controls, and currency fluctuations. Although it is impossible to predict such occurrences or their effect on the Registrant, management believes these risks to be acceptable.

Environmental Protection

Compliance with governmental provisions relating to the protection of the environment does not materially affect Registrant's capital expenditures, earnings or competitive position.

Financial Information

Financial information by industry segment and by geographic area for the years ended December 31, 1996, 1995 and 1994 follows on pages 35 through 39.

Item 2 Properties

Registrant owns or leases manufacturing facilities, administrative offices, service centers, research centers, sales offices and warehouses in North America, Latin America, Europe, Africa, Australia, New Zealand and Asia. Most facilities are owned in fee although a few are held through long-term leases. No significant lease is scheduled to terminate in the near future, and Registrant believes comparable space is readily obtainable should any lease expire without renewal. Registrant believes all of its properties are generally well maintained and adequate for the intended use.

The principal manufacturing facilities related to the Oilfield Services industry segment are owned in fee and located at Clamart, France; Hannover and Utze, Germany; Fuchinobe, Japan; Horten and Bergen, Norway; and Tulsa, Oklahoma, and Austin, Houston, La Marque, Rosharon and Sugar Land, Texas, USA. Many of the Registrant's activities in this segment are performed at the client's wellsite.

Outside of the United States, the principal owned or leased facilities related to the Measurement & Systems industry segment are located at Buenos Aires, Argentina; Mulgrave, Australia; Vienna, Austria; Brussels, Belgium; Americana and Campinas, Brazil; Trois Rivieres, Quebec, Canada; Santiago, Chile; Changsha, China; Abbeville, Bagnolet, Besancon, Chambray-les-Tours, Chasseneuil, Colombes, Hagenau, Macon, Massy, Montrouge, Orleans, Poitiers, Pont Audemer, Reims, Saint Etienne, and Velizy, France; Berlin, Dreieich, Ettlingen, Hameln, Karlsruhe, Munich, Oldenburg, and Schwelm, Germany; Bladel and Dordrecht, Holland; Budapest and Godollo, Hungary; Jakarta, Indonesia; Asti, Barlassina, Frosinone, Milazzo, Milan, Naples, Torino and Vicenza, Italy; Fuchinobe, Japan; Kuala Lumpur, Malaysia; Famalicao, Portugal; St. Petersburg, Russia; Leon, Montornes and Rubi, Spain; Taipeh County, Taiwan; Blackburn, Dundee, Felixstowe, Ferndown, Manchester, Oldham, and Port Glasgow in the United Kingdom.

Within the United States, Measurement & Systems facilities are located in Tallassee, Montgomery and Mobile, Alabama; San Jose and Simi Valley, California; Norcross, Georgia; Owenton, Kentucky; Owings Mills, Maryland; Moorestown, New Jersey; Columbus, Ohio; Greenwood and Oconee, South Carolina; Bonham, Texas, and Chesapeake, Virginia.

Outside of the United States the principal facilities (all leased) related to Omnes are located in London, England; Caracas, Venezuela; Montrouge, France; and Jakarta, Indonesia. Within the United States, Omnes' principal facilities are located in Houston, Texas.

See also description of research facilities, "Research & Development", page 4.

Item 3 Legal Proceedings

The Company and its subsidiaries comply with government laws and regulations and responsible management practices for the protection of the environment. The Consolidated Balance Sheet includes accruals for the estimated future costs associated with certain environmental remediation activities related to the past use or disposal of hazardous materials. Substantially all such costs relate to divested operations and to facilities or locations that are no longer in operation. Due to a number of uncertainties, including uncertainty of timing, the scope of remediation, future technology, regulatory changes and other factors, it is possible that the ultimate remediation costs may exceed the amounts accrued. However, in the opinion of management, such additional costs are not expected to be material relative to consolidated liquidity, financial position or future results of operations.

In a case in Texas involving the validity of a 1988 settlement and release in connection with an incidental business venture, the trial court, in 1993, rendered a judgment notwithstanding the verdict of the jury, exonerating Schlumberger from any liability. In late 1994, a Texas Court of Appeals reversed the trial court judgment and reinstated the jury award of about $75 million against Schlumberger. The Texas Supreme Court granted the Schlumberger motion to hear the case. Oral argument was held before the Texas Supreme Court on October 11, 1995. Schlumberger and outside counsel believe the decision of the trial court was correct. Consequently, no provision has been made in the Consolidated Financial Statements for this matter.

In May 1996, in a case involving a $3 million contract dispute, the trial court in Johnson County, Texas, entered judgment on jury findings adverse to Schlumberger for $23 million in damages, which has been doubled, plus attorneys' fees and interest. The Company and its outside counsel believe the findings and the judgment are not supported by the evidence and law, and have filed an appeal. Accordingly, no provision has been made in the financial statements for this matter.

In addition, the Company and its subsidiaries are party to various other legal proceedings. Although the ultimate disposition of these proceedings is not presently determinable, in the opinion of the Company any liability that might ensue would not be material in relation to the Consolidated Financial Statements.

Item 4 Submission of Matters to a Vote of Security Holders

No matters were submitted to a vote of Registrant's security holders during the fourth quarter of the fiscal year covered by this report.

Executive Officers of the Registrant

The executive officers of the Registrant, their ages as of March 1, 1997, and their five-year business histories are as follows:

Name	Age	Present Position and 5-Year Business Experience
D. Euan Baird	59	Chairman, President and Chief Executive Officer since prior to 1991.
Arthur Lindenauer	59	Executive Vice President - and Chief Financial Officer since prior to 1990; Chief Accounting Officer since April 1992 .
Victor E. Grijalva	58	Executive Vice President - Oilfield Services since 1994; Executive Vice President for Wireline, Testing & Anadrill 1992, 1993; Executive Vice President for Wireline Testing & Seismic, 1991.

Name	Age	Present Position and 5-Year Business Experience
Clermont A. Matton	55	Executive Vice President - Measurement & Systems since 1993; Executive Vice President - Technologies 1992, 1991 and previous.
Ian Strecker	57	Executive Vice President - Technology and Quality, Health, Safety & Environment since January 1, 1996; Executive Vice President - Technology and Communication August 1991 through 1995; Executive Vice President - Drilling & Pumping Services June 1985 to July 1991.
David S. Browning	57	Secretary and General Counsel since prior to 1991.
Pierre E. Bismuth	52	Vice President - Personnel since 1994; Personnel Director - Oilfield Services October 1993 to January 1994; Personnel Director - Wireline, Testing & Anadrill 1991 to October 1993.
Jean-Marc Perraud	49	Vice President - Director of Taxes since May 1993; Controller Dowell Schlumberger January to May 1993; Controller Schlumberger Industries 1991, 1992.
J-D. Percevault	51	Vice President January 1996; May 1994 to January 1996 Vice President European Affairs; August 1991 to May 1994 President Geco-Prakla; July 1991 and previous Vice President - Personnel.
Michel Soublin	51	Vice President - Controller Oilfield Services since January 1996; Vice President - Business Development and Treasurer 1991 and previous.
Pierre-Jean Sivignon	41	Treasurer since January 1996; September 1994 to January 1996 Manager Business Development; prior to 1991 and to September 1994, Manager of Smart Card Systems - Banking & Industry.

PART II

Item 5 Market for the Registrant's Common Stock and Related Stockholder Matters

As of December 31, 1996, there were 246,537,181 shares of the Common Stock of the Registrant outstanding, exclusive of 62,330,812 shares held in Treasury, and held by approximately 22,000 stockholders of record. The principal United States market for Registrant's Common Stock is the New York Stock Exchange.

Registrant's Common Stock is also traded on the Paris, London, Amsterdam, Brussels, Frankfurt, Tokyo and Swiss Stock Exchanges. During 1997 delisting from the Brussels, Frankfurt, and Tokyo Stock Exchanges was commenced.

Common Stock, Market Prices and Dividends Declared per Share

Quarterly high and low prices for the Company's Common Stock as reported by the New York Stock Exchange (composite transactions), together with dividends declared per share in each quarter of 1996 and 1995 were:

	Price Range		Dividends
	High	Low	Declared
1996 QUARTERS			
First	$80 5/8	$65 3/8	$0.375
Second	91 3/8	80 1/8	0.375
Third	89 1/8	79 3/8	0.375
Fourth	108 1/4	84 1/4	0.375
1995 QUARTERS			
First	$60 1/8	$50 1/8	$0.300
Second	66 5/8	58 1/8	0.375
Third	69 5/8	61 1/4	0.375
Fourth	70 1/2	58 7/8	0.375

There are no legal restrictions on the payment of dividends or ownership or voting of such shares. United States stockholders are not subject to any Netherlands Antilles withholding or other Netherlands Antilles taxes attributable to ownership of such shares.

Item 6 Selected Financial Data

FIVE-YEAR SUMMARY

(Stated in millions except per share amounts)

Year Ended December 31,	1996	1995	1994	1993	1992
SUMMARY OF OPERATIONS					
Operating revenue:					
Oilfield Services	$6,129	$4,868	$4,365	$4,338	$3,849
Measurement & Systems	2,834	2,759	2,339	2,370	2,484
Total operating revenue	$8,956	$7,622	$6,697	$6,705	$6,332
% increase over prior year	18%	14%	-%	6%	3%
Operating income:					
Oilfield Services	$ 986	$ 627	$ 495	$ 468	$ 546
Measurement & Systems	124	151	121	184	178
Eliminations	(52)	(17)	(23)	(23)	(28)
	$1,058	$ 761	$ 593	$ 629	$ 696
% increase (decrease) over prior year	39%	28%	(6%)	(10%)	(5%)
Interest expense	72	82	63	69	77
Taxes on income (1)	(176)	121	81	81	86
Income, before cumulative effect of a change in accounting principle	$ 851	$ 649	$ 536	$ 583	$ 662
% increase (decrease) over prior year	31%	21%	(8%)	(12%)	(19%)
Postretirement benefits	-	-	-	(248)	-
Net income	$ 851	$ 649	$ 536	$ 335	$ 662
Income per share:					
Before cumulative effect of a change in accounting principle	$ 3.47	$ 2.69	$ 2.21	$ 2.40	$ 2.75
Postretirement benefits	-	-	-	(1.03)	-
Net income	$ 3.47	$ 2.69	$ 2.21	$ 1.37	$ 2.75
Cash dividends declared	$ 1.50	$1.425	$ 1.20	$ 1.20	$ 1.20

Year Ended December 31,	1996	1995	1994	1993	1992
	(Stated in millions except per share amounts)				
SUMMARY OF FINANCIAL DATA					
Income as % of operating revenue	10%	9%	8%	9%	10%
Return on average stockholders' equity	16%	14%	12%	14%	16%
Fixed asset additions	$ 1,158	$ 939	$ 783	$ 691	$ 809
Depreciation expense	$ 819	$ 760	$ 722	$ 739	$ 671
Avg. number of shares outstanding	245	242	243	243	241
AT DECEMBER 31,					
Liquidity	$ 232	$ 188	$ 404	$ 696	$ 663
Working capital	$ 1,568	$ 1,259	$ 1,037	$ 908	$ 1,242
Total assets	$10,325	$ 8,910	$ 8,322	$ 7,917	$ 7,007
Long-term debt	$ 637	$ 613	$ 394	$ 447	$ 374
Stockholders' equity	$ 5,626	$ 4,964	$ 4,583	$ 4,406	$ 4,231
Number of employees	57,000	51,000	48,000	48,000	51,000

(1) In 1996, the normal recurring provision for income taxes, before recognition of the US tax loss carryforward benefit and the tax effect of the unusual items, was $206 million.

Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations

The Company has two reportable business industry segments, Oilfield Services and Measurement & Systems.

(Stated in millions)

	Oilfield Services			Measurement & Systems		
	1996	1995	%Change	1996	1995	%Change
Operating revenue	$ 6,129	$ 4,868	26%	$ 2,834	$ 2,759	3%
Operating income 1	$ 986	$ 627	57%	$ 124	$ 151	(18%)

1 Operating income represents income before income taxes, excluding interest expense and interest and other income, and the unusual items previously announced in the third quarter of 1996. Explanation of these unusual items appears in the Notes to Consolidated Financial Statements under "Unusual Items."

Oilfield Services

1996 RESULTS

Operating revenue for Oilfield Services was 26% above last year with strong contributions from all activities. Operating income increased 57%.

North America

In 1996, North American revenue and operating income rose 21% and 111%, respectively, compared to 1995, while rig count increased 10%. All activities contributed to this growth. Most significantly, GeoQuest revenue increased 52%, with Information Technology and Data Management revenue quadrupling. Dowell and Wireline & Testing revenues increased 17% and 13%, respectively.

Geco-Prakla significantly expanded its marine activities to acquire high-quality, non-exclusive seismic data in the Gulf of Mexico. After a five-year absence, Sedco Forex returned to North America with two rigs under management contract, the Laffit Pincay in the Gulf of Mexico and the Bill Shoemaker being readied for work offshore Canada in early 1997.

Outside North America

Outside North America, revenue and operating income increased 28% and 51%, respectively, and rig count rose 5%. All regions grew, with significant upswings in the North Sea, Latin America and West Africa. The largest contributors were Wireline & Testing and Sedco Forex, up 17% and 42%, respectively. Offshore dayrates for Sedco Forex increased significantly. Activity for heavy land rigs grew in the Middle East during the fourth quarter. The trend toward integrated services continued, resulting in the expansion of Integrated Project Management (IPM) operations.

Highlights

The strong 26% growth of Schlumberger Oilfield Services in 1996 drew from four factors:

- growth of the overall market
- added value of new technology
- client outsourcing and Schlumberger joint services
- new markets.

Growth of the Overall Market

In 1996, many events impacted the oilfield environment and Schlumberger business. The most significant has been an increase in worldwide oil demand of 2.3% over 1995, to a daily average of 72 million barrels. This has driven up the oil price from $17 to $24 a barrel, a sizable increase of 41%, despite the partial resumption of Iraqi exports after a six-year absence from the market. In this environment of strong demand and higher oil prices, oil companies increased their exploration and production expenditure by 15% in 1996.

With its broad portfolio of services, leading technology and global presence, Schlumberger is uniquely positioned to take full advantage of this industry growth. To keep pace with market expansion, Schlumberger boosted capital expenditures for Oilfield Services by 27%.

Increased exploration and production activity may greatly impact some prices, as illustrated by surging dayrates for drilling rigs, driven by the shrinking supply of offshore rigs. The average Sedco Forex rig utilization rate for 1996 was 78.5% compared to 66% in the previous year. Average offshore rig utilization increased from 89% to 94%, aided by jackup utilization of 100% and semisubmersible utilization of 96%. Industry-wide competitive offshore rig utilization was 89% compared to 81% last year. At year end, the

Sedco Forex fleet consisted of 83 rigs, up from 76 at the end of 1995, with 33 land rigs and 50 offshore rigs, including four offshore units under charter, plus three lake barges and three semisubmersibles under management contract. The third-generation semisubmersible Actinia was acquired in October. In other business areas, prices have been generally stable, improving where new technology was introduced and where activity increased significantly, such as in North America.

Added Value of New Technology

During the market downturn in the late 1980s, Schlumberger continued to invest heavily in research and engineering. Today the Company is harvesting the fruits of this commitment. In response to client needs, new technology is successfully being applied to improve recovery from existing fields, to lower finding and producing costs for new reservoirs and to reduce risk. Schlumberger affirmed its leadership in all its Oilfield Services activities in 1996, and successfully introduced new technologies and products, among them:

The GeoSteering* tool, which enables the driller to make rapid course corrections while drilling, made substantial gains in markets in the Far East, where it contributed to improving well productivity.

The PowerPak* steerable drilling motor, the PowerPulse* measurements-while-drilling (MWD) telemetry tool and the CDR* Compensated Dual Resistivity tool enabled Anadrill to set a world record of 15,446 feet drilled in a single run in an extended-reach well in Argentina. Clients recognized benefits in economic efficiency and reduced environmental impact.

The SIMPLER* 101 drilling rig, a new modular land rig, was introduced in Gabon, where it began a five-year integrated services contract in April. This revolutionary rig introduces a major redesign with streamlined functionalities to drill high-quality wells at optimum cost. It achieves greater efficiency through integration of the various elements of the drilling process, requiring fewer rig personnel. Because it is much smaller than conventional land rigs, simpler equipment can be quickly moved to new locations, occupies a smaller footprint and has the flexibility to reduce nondrilling expenses.

Several Dowell drilling fluids products, including QUADRILL*, VISPLEX* and ULTIDRILL* fluids, gained increased acceptance in 1996, in recognition of their contributions to drilling efficiency and well productivity. Dowell became the leader in the technically challenging high-pressure, high-temperature pumping and cementing markets in the North Sea, Far East and Gulf of Mexico. This leadership was affirmed by the success of the DeepSEA EXPRES* cementing head, an innovative technology used for subsea completions. This system greatly improves the efficiency of casing cementing operations in deep water.

PLATFORM EXPRESS* services, providing the industry's most advanced basic formation evaluation, and the CMR* Combinable Magnetic Resonance tool, improve the efficiency of wireline logging and deliver critical answers to difficult formation evaluation problems. Activities of both services increased eightfold over 1995 levels.

Marine seismic efficiency continued to improve due to aggressive deployment of the TRILOGY* onboard data management system and Monowing* multistreamer towing technology, the most advanced in the industry. Late in the year, the introduction of the fourth-generation NESSIE* marine streamer, the slimmest in the world with a 54-mm [2.1-inch] outside diameter, further extended the towing capacity and efficiency of Geco-Prakla vessels. Efficiency also improved for Land and Transition Zone seismic, where the Olympus-IMS* land information management system was completed. These improvements, combined with highly successful geographic positioning of the fleet, better weather offshore and stable prices per streamer, led to a 32% increase in revenue.

Client Outsourcing and
Schlumberger Joint Services

The trend among oil companies to refocus on their core business and outsource noncore activities plays directly to the technical strength of Schlumberger. Indicative of this continuing trend, GeoQuest realized its strongest growth in 1996 from Data Management and Information Technology products and services, as major data management contracts were awarded to Schlumberger for projects throughout the world.

Because of the increased demand for integrated solutions in the various phases of the exploration and production process, IPM, the Schlumberger Integrated Project Management group, was formed in 1995. At the end of 1996, IPM was supervising, on behalf of clients, the operations of 34 drilling rigs. Having started mainly with well construction projects, IPM is now also expanding into production enhancement and maintenance. The priority of IPM is to provide best-in-class solutions using an independent approach that brings together IPM expertise, including management tools such as the well engineering management system, with other Schlumberger expertise and third parties as needed.

Customers are demanding more sophisticated reservoir characterization, more accurate reservoir monitoring and greater production performance. By taking advantage of the synergy of technologies across Schlumberger oilfield activities, the Company has been able to meet these new client demands. For example, the combination of our efforts in directional drilling, in MWD service and in wireline logging led to a 57% leap in the Schlumberger logging-while-drilling (LWD) business. Also, as part of the industry's push toward greater reservoir efficiency and integration of services, Sedco Forex won the management contract for two lake barges from Lagoven in Lake Maracaibo, Venezuela. These two barges were converted to multipurpose service vessels, which can each offer the combined intervention capabilities of several barges and boats.

Another cross disciplinary technology introduced worldwide in 1996 was the RAPID* Reentry and Production Improvement Drilling service. RAPID technology is the single source for a complete range of multidisciplinary services dedicated to improving production economics through reentry, sidetracking and extending existing wellbores. The rapid concept was accepted by our clients and activity increased briskly, led by strong gains in North America.

Coiled tubing drilling (CTD*) technology is providing an effective alternative to conventional drilling in reentry drilling markets. Dowell and Sedco Forex joined forces and expertise in CTD technology, and Anadrill developed the new VIPER* slimhole directional bottomhole assembly for coiled tubing service and introduced it in the North Sea and in South America. The VIPER system is able to orient, measure and drill simultaneously, resulting in improved wellbore efficiency.

Coiled tubing technology also benefited workover activity. In the fourth quarter, Dowell and Baker Oil Tools introduced CoilWORKS* technology, drawing on the strategic alliance between Schlumberger and Baker Hughes. The CoilWORKS service is a seamless answer to workover applications by which the two companies have combined their best-in-class technologies to address the growing demand for economic, total system workover solutions for mature fields.

New Markets

The world's first commercial 4D seismic service using a proprietary seabed sensor to compare 3D seismic surveys over time, was successfully launched with several surveys acquired in the North Sea. This service delivers to clients improved reservoir characterization and monitoring over the life of the reservoir and allows more efficient production management.

Reservoir optimization is a key developing market. To enhance Schlumberger capability in this field and to improve our expertise in fluid acquisition and analysis, Wireline & Testing acquired the Aberdeen-based company, Oilphase Sampling Services Limited, a reservoir fluid sampling company.

In order to broaden its software offerings, GeoQuest acquired The Production Analyst* and OilField Manager* products. Added to existing applications, such as the Dowell CADE Office* suite of software and the QLA* Quick Look Analysis software, these products allowed GeoQuest to move fully into both PC- and UNIX-based production data analysis, reservoir management applications and support. With the ECLIPSE* reservoir simulation software, the GeoFrame* integrated reservoir characterization system and the Finder* line of data management products, GeoQuest now offers the oil industry the most comprehensive range of integrated software systems, data management solutions and processing and interpretation services.

Throughout the year, solutions were implemented to respond to complex well problems. For instance, tracking the flow of different fluids in horizontal and high-angle wells was once nearly impossible. Now, the newly introduced production logging technology, PL Flagship* advanced well flow diagnosis service, can evaluate complex multiphase flow behavior and diagnose production problems in horizontal wells.

Building on a solid track record in well testing, the Wireline & Testing early production system (EPS) group has expanded significantly. Modular EPS technology reduces clients' capital investment, improves their cash flow and lowers risk. It also provides an efficient means to improve the economics of marginal fields. Early production systems saw activity in the North Sea and Africa. An additional unit is being readied for installation in early 1997.

In Marine seismic, Geco-Prakla continued to develop its onboard offshore processing services. This premium-rate business is now regularly provided on many deep-sea vessels, reducing drastically the processing turnaround time for large-volume surveys.

1995 RESULTS

North America

North American revenue in 1995 rose 3%, and operating income declined 43%, compared to 1994, while rig count declined 8%.

During the year, PLATFORM EXPRESS technology, the latest-generation wireline logging service, was introduced, setting new standards for efficiency, reliability and answers in the wireline logging industry. By year end, there were 17 PLATFORM EXPRESS units deployed in North America.

The erosion of gas prices in 1995 hindered pressure pumping activity. New stimulation techniques, such as the PropNET* fluid system for hydraulic fracturing, were successfully implemented, helping to improve customers' hydrocarbon recovery.

Seismic activities were adversely impacted by weather in the Gulf of Mexico and lower profitability on sales of non-exclusive seismic data. Market and technological leadership in MWD and LWD services continued. The ARC5* Array Resistivity Compensated tool was introduced and received wide client acceptance. This tool provides accurate LWD resistivity measurements in small-diameter wellbores.

Sales for Software Products rose sharply, driven by demand for geological, petrophysical and seismic interpretation software products. During the year, GeoQuest purchased the Petroleum Division of Intera Information Technologies Corporation, which was renamed Reservoir Technologies.

Outside North America

Outside North America, revenue and operating income increased 16% and 53%, respectively, and rig count rose 3%. Activity was driven predominantly by Latin America, Africa and the North Sea.

Several important rig contracts were signed, including integrated service contracts in Thailand and Gabon and the opportunity to reenter the Gulf of Mexico after a five-year absence. Demand for Modular Early Production Facilities and sales of the Universal Pressure Platform continued to grow at a rapid rate. Drilling Fluids services grew substantially in 1995, led by activity in Latin America and the UK sector of the North Sea.

Momentum built in the first three quarters of 1995 in seismic operations was offset in the fourth quarter by poor weather in the North Sea and operational difficulties in Transition Zone operations. Deployment of Monowing multistreamer towing technology and the TRILOGY data management system continued.

Higher activity and improved drilling rig dayrates in both the North Sea and West Africa contributed to revenue growth, which was partially offset by a temporary softening in the swamp barge and tender markets and falling demand for semisubmersibles in Southeast Asia.

New IDEAL* Integrated Drilling Evaluation and Logging systems were deployed worldwide, while the PowerPulse MWD telemetry tool continued to set new standards for reliability and durability.

1994 RESULTS

North America

In 1994, revenue and operating income in North America rose 19% and 28%, respectively, over 1993, while rig count grew 11%.

Growth was supported by the continuing deployment of the MAXIS 500* Multitask Acquisition and Imaging System and the successful introduction of the MAXIS Express* high-efficiency acquisition system. This innovative system was specifically designed to operate in high-volume and development markets. Coiled tubing services, rig-related activity and increased client acceptance of DESC* Design and Evaluation Services for Clients program combined to offset a slowdown in fracturing activity due to softening of natural gas prices. In Louisiana, the Digiseis-FLX* transition zone telemetric acquisition system was successfully introduced. Directional drilling activity grew with continued implementation of PowerPak steerable motors and the successful integration of Great Land Directional Drilling Inc., Alaska's leading directional drilling company.

Outside North America

Outside North America, revenue and operating income fell 6% and 1%, respectively, and rig count fell 5%.

The MAXIS 500 acquisition system was aggressively deployed worldwide, together with new imaging technology logging tools. Activity from recently acquired Drilling Fluids services contributed positively to results, with strong activity in the Far East and Latin America. In Marine seismic, there was a shift away from proprietary surveys in favor of non-exclusive data in the Gulf of Mexico and the North Sea. Fleet upgrading was continued to expand the number of streamers towed per vessel. A decline in Land and Transition Zone activity had an adverse impact on results. In drilling, weak activity in the first two quarters was offset by higher activity in the second half of the year. Two semisubmersibles, the Sedco 700 and Sedneth 701, underwent life-enhancement modifications in preparation for contracts for tender-assisted drilling in 1995. Directional drilling activity was strong, supported by MWD and LWD services. The GeoSteering tool performed successfully in the Gulf of Mexico, the North Sea, Africa and the Far East. Long-term data management contracts were finalized in Africa, Europe, Latin America and the Middle East to assist oil companies in maximizing their computing and data resources.

Measurement & Systems

1996 RESULTS

Revenue for Measurement & Systems increased 3% from 1995, as significant gains in Electronic Transactions and Systems & Services offset poorer performance in Electricity & Gas Metering. Orders for the year were up 2%, led by Electronic Transactions, Water Management and Systems & Services.

Measurement & Systems operating income was 18% below 1995 due to a shift in the business environment for Electricity & Gas Metering in Europe and a temporary decline in the demand for semiconductor test equipment, which affected the Automatic Test Equipment business.

Metering revenue and orders fell 1% and 3%, respectively. Electricity & Gas Metering revenue was down 5%. European results suffered due to lower demand for electricity meters, particularly in the UK and Germany, which led to weaker prices. In France, a shift from electromechanical to lower priced electronic products exacerbated this problem. In the US, the metering businesses experienced growth, led by increased worldwide acceptance of their multifunction and multimeasurement products. Sales of gas meters increased, led by strong demand from the CIS. Water Management revenue improved 7% supported by a greater worldwide recognition of the need to conserve water.

Systems & Services revenue increased 12% from 1995. The service businesses grew in Europe, particularly in the UK, where deregulation has enabled us to do work previously handled by the utilities. Meter Communication Systems (MCS) grew through increased shipments of radio meter communication devices to electric utilities. A new business group, Distributed Measurement Solutions (DMS), was formed to address opportunities created by deregulation of the energy industry. Orders were up 10% from 1995 through increased contractual activity in France and the UK.

In 1996, Electronic Transactions revenue and orders grew 18% and 17%, respectively, from 1995. These results include the impact of the acquisition of a majority interest in Printer, a Mexican magnetic stripe card manufacturer, and of Germann, a German turnkey gasoline station provider. Electronic Transactions also acquired Solaic, a French smart card manufacturer, on December 31, 1996. Sales of smart cards grew 42% from 1995, excluding the effect of business acquisitions. This growth was driven by widening acceptance of memory and microprocessor cards for payphones and cellular phones in China, Italy and the US. The growth accelerated rapidly throughout the year. Electronic Transactions was the principal supplier of electronic cash cards and terminals for the 1996 Olympic Games in Atlanta.

Automatic Test Equipment revenues in 1996 were comparable to 1995. Significantly higher volume of IDS10000* diagnostic systems compensated for reduced demand for other products. Orders increased 3% due to a surge in orders for ITS9000* test systems during the last quarter.

1995 RESULTS

Revenue and orders increased 18% and 21%, respectively, from 1994 due primarily to acquisitions, favorable currency fluctuations and strong activity in Europe and Asia. Operating income increased 25% from 1994, led by the metering business and robust growth of Electronic Transactions.

Compared to 1994, revenue and orders from the metering business improved 14% and 17%, respectively, due to the acquisition of AEG's worldwide electricity metering operations and healthy demand across Europe. Gains in Electricity can be attributed to increased demand for remote reading systems in the US, for electronic meters from EDF, the French national utility, and from telemanagement systems from ENEL, the national utility in Italy. Demand increased for gas products in the CIS and Eastern Europe. Expansion in the UK was supported by the reorganization of British Gas and higher demand from municipalities. Water Management continued to grow in Western Europe and the US, combined with significant demand in both Eastern Europe and Asia. During the year, the MAPS* communications systems were introduced.

In 1995, Systems & Services revenue and orders increased 25%, primarily due to solid growth of service activities in the UK.

Electronic Transactions revenue and orders increased 31% and 36%, respectively. These results include the effects of the acquisition of Malco Plastics and Messerschmidt Apparate in late 1994 and the acquisition of Danyl in 1995. Cards activity continued to grow due to stronger cellular subscriber demand in Europe and shipments to China. Telecom benefited from card-based payphone applications, with higher shipments to Latin America, the Middle East and France. Retail Petroleum Systems exhibited growth from equipment and service revenue from North America and Europe, and was further supported by a new service operation in Russia.

Automatic Test Equipment revenue and orders were both up 32% from 1994. At Test Systems, sustained growth was spurred by strong demand for the ITS9000 family of semiconductor test systems in North America, Europe and Asia. Revenue doubled at Automated Systems, driven by contributions from the entire product range.

1994 RESULTS

Revenue and orders decreased 1% and 2%, respectively, from 1993. Operating income was 34% below the prior year.

Compared to 1993, metering revenue was essentially flat while orders dropped 3%. The majority of growth resulted from the acquisition of AEG's European metering operations, with additional support from exports to the Middle East and Europe, and the acquisition of Heliowatt Germany in 1993. For Gas, growth in the UK was severely impacted by significant curtailments in the conventional residential meter replacement program. Improvements in Water Management were driven by the continued strength of the US economy, the economic recovery in France and Germany, and healthy demand for water meters in Mexico and Argentina.

Systems & Services revenue and orders increased 32% from 1993.

In 1994, Electronic Transactions revenue and orders were up by 9% and 6%, respectively. Retail Petroleum Systems revenue increased for both equipment and services in most countries; however, lower product prices resulted in reduced margins. Messerschmidt Apparate and Malco Plastics were acquired late in the year.

Revenue and orders at Automatic Test Equipment increased 23% and 29%, respectively, with all activities experiencing growth. The IDS10000 system was successfully launched by Diagnostic Systems, and Automated Systems doubled its activity run rate. Activity continued to strengthen through the year, most notably in Asia.

Net Income (Stated in millions except per share amounts)

	1996		1995		1994	
	Amount	Per Share	Amount	Per Share	Amount	Per Share
Net Income	$851	$3.47	$ 649	$2.69	$ 536	$2.21

In 1996, operating income of the Oilfield Services segment increased $359 million, or 57%, to $986 million. Growth was due to underlying economic factors, strong demand and the price increases of oil and gas. Other factors included the success of new and existing services such as PLATFORM EXPRESS and LWD technologies. In addition, the strong contribution of Geco-Prakla, which has returned to profitability, had a significant impact. Measurement & Systems operating income declined by 18% to $124 million because of steep declines at Automatic Test Equipment and Electricity & Gas Metering. A temporary weakness in the semiconductor industry was due to soft market conditions and reduced capital spending by our customers leading to postponements of product deliveries. Turbulence in the electricity metering markets was due to strong pricing pressures and lower volumes in the European markets.

In 1995, operating income of the Oilfield Services segment increased $132 million, or 27%, to $627 million. Higher activity outside North America and an improved Geco-Prakla were partially offset by lower results in the United States. The only setback was the deterioration in the results of Geco-Prakla, where operational problems in the last quarter offset significant improvements during the first nine months. Severe weather in the Gulf of Mexico and West of Shetland in the North Sea region, lower profitability on NEPS sales and losses resulting from technical and operational problems in Transition Zone activities were the major factors. Measurement & Systems operating income increased by 25% to $151 million because of strong growth at Electronic Transactions and Automatic Test Equipment, and acquisitions.

In 1994, operating income of the Oilfield Services segment increased $27 million, or 6%, to $495 million. Strong oilfield activity in North America and an improved Geco-Prakla were only partially offset by declines in activity outside North America. Measurement & Systems operating income declined 34% to $121 million due mainly to lower results at Electronic Transactions, Gas Management and Electricity Management. Improvements at Automatic Test Equipment were not sufficient to offset these shortfalls.

Currency Risks

Refer to "Translation of Non-US Currencies" in the Notes to Consolidated Financial Statements for a description of the Company's policy on currency hedging. There are no material unhedged assets, liabilities or commitments which are denominated in other than a business' functional currency.

While changes in exchange rates do affect revenue, especially in the Measurement & Systems segment, they also affect costs. Generally speaking, the Company is currency-neutral. For example, a 5% change in average exchange rates of OECD currencies would have had no material effect on consolidated revenue and net income.

In general, when the US dollar weakens against other currencies, consolidated revenue increases with usually no material effect on net income. This is principally because the fall-through incremental margin in Measurement & Systems offsets the higher Oilfield Services non-US dollar denominated expenses.

The Company's businesses operate principally in US dollars, most European currencies and most South American currencies.

Income Tax Expense

With increasing profitability and strong outlook in the US, the Company recognized 50% of the US income tax benefit related to its US subsidiary's tax loss carryforward and all temporary differences. This resulted in a credit of $360 million. Refer to the Notes to Consolidated Financial Statements under "Income Tax Expense" for more information.

Research & Engineering

Expenditures were as follows: (Stated in millions)

	1996	1995	1994
Oilfield Services	$ 294	$ 279	$ 279
Measurement & Systems	158	148	139
Other	1	1	1
	$ 453	$ 428	$ 419

Interest Expense

Interest expense decreased $10 million in 1996 following a $18 million rise in 1995. The decrease in 1996 was due to lower average rates which more than offset higher average debt outstanding.

The increase in 1995 was due to an increase in both average debt outstanding and average rates.

Liquidity

A key measure of financial position is liquidity, defined as cash plus short-term and long-term investments less debt. The following table summarizes the Company's change in consolidated liquidity for each of the past three years:

	(Stated in millions)		
	1996	1995	1994
Net income	$ 851	$ 649	$ 536
Depreciation & amortization	885	820	776
Other	(1)	(14)	(5)
	1,735	1,455	1,307
Increase in working capital requirements	(273)	(238)	(356)
Fixed asset additions	(1,158)	(939)	(783)
Dividends paid	(367)	(327)	(292)
Other	132	(6)	85
	69	(55)	(39)
Proceeds from employee stock plans	180	74	61
Purchase of shares for Treasury	-	(41)	(148)
Businesses acquired	(139)	(217)	(172)
Other	(66)	23	6
Net increase (decrease) in liquidity	$ 44	$ (216)	$ (292)
Liquidity-end of period	$ 232	$ 188	$ 404

In 1996, 1995 and 1994, the significant increase in working capital requirements followed the higher business activity. The major increases were in the working capital components of receivables and inventory. Higher fixed asset additions reflected the significant increase in Oilfield Services activities.

The current consolidated liquidity level, combined with liquidity expected from operations, should satisfy future business requirements.

Common Stock, Market Prices and Dividends Declared per Share

Quarterly high and low prices for the Company's Common Stock as reported by the New York Stock Exchange (composite transactions), together with dividends declared per share in each quarter of 1996 and 1995 were:

	Price Range		Dividends
	High	Low	Declared
1996 QUARTERS			
First	$ 80 5/8	$65 3/8	$0.375
Second	91 3/8	80 1/8	0.375
Third	89 1/8	79 3/8	0.375
Fourth	108 1/4	84 1/4	0.375
1995 QUARTERS			
First	$60 1/8	$50 1/8	$0.300
Second	66 5/8	58 1/8	0.375
Third	69 5/8	61 1/4	0.375
Fourth	70 1/2	58 7/8	0.375

The number of holders of record of the Common Stock of the Company at December 31, 1996, was approximately 22,000. There are no legal restrictions on the payment of dividends or ownership or voting of such shares. United States stockholders are not subject to any Netherlands Antilles withholding or other Netherlands Antilles taxes attributable to ownership of such shares.

Environmental Matters

The Company and its subsidiaries comply with government laws and regulations and responsible management practices for the protection of the environment. The Consolidated Balance Sheet includes accruals for the estimated future costs associated with certain environmental remediation activities related to the past use or disposal of hazardous materials. Substantially all such costs relate to divested operations and to facilities or locations that are no longer in operation. Due to a number of uncertainties, including uncertainty of timing, the scope of remediation, future technology, regulatory changes and other factors, it is possible that the ultimate remediation costs may exceed the amounts accrued. However, in the opinion of management, such additional costs are not expected to be material relative to consolidated liquidity, financial position or future results of operations. Consistent with the Company's commitment to protection of the environment, safety and employee health, additional costs, including capital expenditures, are incurred related to current operations.

Item 8 Financial Statements and Supplementary Data

CONSOLIDATED STATEMENT OF INCOME

(Stated in thousands except per share amounts)

Year Ended December 31,	1996	1995	1994
Revenue			
Operating	$8,956,150	$7,621,694	$6,696,845
Interest and other income	69,515	91,536	83,898
	9,025,665	7,713,230	6,780,743
Expenses			
Cost of goods sold and services	6,835,444	5,804,157	5,107,889
Research & engineering	452,608	427,848	418,871
Marketing	301,304	283,790	251,750
General	355,392	345,441	321,433
Interest	72,020	81,620	63,328
Unusual items	333,091	-	-
Taxes on income	(175,677)	121,217	81,395
	8,174,182	7,064,073	6,244,666
Net Income	$ 851,483	$ 649,157	$ 536,077
Net income per share	$3.47	$2.69	$2.21
Average shares outstanding	245,021	242,374	243,423

See Notes to Consolidated Financial Statements

Schlumberger Limited (Schlumberger N.V., Incorporated in the Netherlands Antilles) and Subsidiary Companies.

CONSOLIDATED BALANCE SHEET

December 31,	1996	1995
	(Stated in thousands)	
ASSETS		
Current Assets		
Cash and short-term investments	$ 1,358,948	$ 1,120,533
Receivables less allowance for doubtful accounts (1996 $58,981; 1995 $58,246)	2,260,091	1,939,873
Inventories	938,974	782,168
Deferred taxes on income	222,456	-
Other current assets	262,148	181,129
	5,042,617	4,023,703
Long-Term Investments, held to maturity	323,717	279,950
Fixed Assets less accumulated depreciation	3,358,581	3,118,458
Excess of Investment Over Net Assets of Companies Purchased less amortization	1,225,335	1,330,490
Deferred Taxes on Income	203,983	-
Other Assets	170,818	157,499
	$10,325,051	$ 8,910,100
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities	$ 2,200,161	$ 1,773,605
Estimated liability for taxes on income	367,562	299,841
Bank loans	743,018	515,703
Dividend payable	92,842	91,706
Long-term debt due within one year	70,827	83,417
	3,474,410	2,764,272
Long-Term Debt	637,203	613,404
Postretirement Benefits	383,129	354,830
Other Liabilities	203,929	213,577
	4,698,671	3,946,083
Stockholders' Equity		
Common stock	818,803	737,328
Income retained for use in the business	7,137,744	6,654,072
Treasury stock at cost	(2,315,946)	(2,414,577)
Translation adjustment	(14,221)	(12,806)
	5,626,380	4,964,017
	$10,325,051	$ 8,910,100

See Notes to Consolidated Financial Statements
Schlumberger Limited (Schlumberger N.V., Incorporated in the Netherlands Antilles) and Subsidiary Companies.

CONSOLIDATED STATEMENT OF CASH FLOWS (Stated in thousands)

Year Ended December 31,	1996	1995	1994
Cash flows from operating activities:			
Net income	$ 851,483	$ 649,157	$ 536,077
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	885,198	820,196	776,167
Earnings of companies carried at equity, less dividends received (1996 $1,911; 1995 $1,000; 1994 $5,377)	5,212	(3,791)	(1,621)
Provision for losses on accounts receivable	27,036	20,306	23,039
Other adjustments	(4,613)	(3,562)	(3,574)
Change in operating assets and liabilities:			
Increase in receivables	(319,448)	(136,312)	(182,989)
Increase in inventories	(144,774)	(99,334)	(37,444)
Increase in deferred taxes	(26,226)	-	-
Increase (decrease) in accounts payable and accrued liabilities	161,463	(9,243)	(77,412)
Increase (decrease) in estimated liability for taxes on income	39,851	(3,684)	(73,801)
Other - net	(73,044)	(39,389)	(15,379)
NET CASH PROVIDED BY OPERATING ACTIVITIES	1,402,138	1,194,344	943,063
Cash flows from investing activities:			
Purchases of fixed assets	(1,157,957)	(938,847)	(782,837)
Sales/retirements of fixed assets	98,584	26,936	105,240
Payment for purchase of businesses	(115,262)	(200,805)	(171,631)
(Increase) decrease in investments	(218,914)	129,165	50,230
Decrease (increase) in other assets	1,050	42,496	(88)
NET CASH USED IN INVESTING ACTIVITIES	(1,392,499)	(941,055)	(799,086)
Cash flows from financing activities:			
Dividends paid	(366,791)	(327,189)	(292,368)
Proceeds from employee stock purchase plan	38,807	36,159	36,183
Proceeds from exercise of stock options	141,299	37,518	25,145
Purchase of shares for Treasury	-	(40,552)	(148,089)
Proceeds from issuance of long-term debt	195,009	486,518	143,889
Payments of principal on long-term debt	(165,742)	(287,455)	(176,420)
Net increase (decrease) in short-term debt	212,523	(143,444)	261,616
NET CASH PROVIDED BY(USED IN) FINANCING ACTIVITIES	55,105	(238,445)	(150,044)
Net increase (decrease) in cash	64,744	14,844	(6,067)
Cash, beginning of year	72,515	57,671	63,738
CASH, END OF YEAR	$ 137,259	$ 72,515	$ 57,671

See Notes to Consolidated Financial Statements
Schlumberger Limited (Schlumberger N.V., Incorporated in the Netherlands Antilles) and Subsidiary Companies.

Item 8 Financial Statements and Supplementary Data (cont.)

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

(Dollar amounts in thousands)

	Common Stock Issued Shares	Common Stock Issued Amount	Common Stock In Treasury Shares	Common Stock In Treasury Amount	Translation Adjustment	Income Retained for Use in the Business
Balance, Jan. 1, 1994	306,667,168	$660,129	63,118,111	$2,283,743	$(76,507)	$6,106,461
Translation adjustment					19,403	
Sales to optionees less shares exchanged		(366)	(702,621)	(25,511)		
Purchases for Treasury			2,754,000	148,089		
Employee stock purchase plan	734,284	36,183				
Net income						536,077
Dividends declared ($1.20 per share)						(292,105)
Balance, Dec. 31, 1994	307,401,452	695,946	65,169,490	2,406,321	(57,104)	6,350,433
Translation adjustment					44,298	
Sales to optionees less shares exchanged		5,223	(871,330)	(32,296)		
Purchases for Treasury			690,000	40,552		
Employee stock purchase plan	724,794	36,159				
Net income						649,157
Dividends declared ($1.425 per share)						(345,518)
Balance, Dec. 31, 1995	308,126,246	737,328	64,988,160	2,414,577	(12,806)	6,654,072
Translation adjustment					(1,415)	
Sales to optionees less shares exchanged		42,668	(2,657,348)	(98,631)		
Purchases for Treasury						
Employee stock purchase plan	741,747	38,807				
Net income						851,483
Dividends declared ($1.50 per share)						(367,811)
Balance, Dec. 31, 1996	308,867,993	$818,803	62,330,812	$2,315,946	$(14,221)	$7,137,744

See Notes to Consolidated Financial Statements
Schlumberger Limited (Schlumberger N.V., Incorporated in the Netherlands Antilles) and Subsidiary Companies.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Summary of Accounting Policies

The Consolidated Financial Statements of Schlumberger Limited and its subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States.

Principles of Consolidation

The Consolidated Financial Statements include the accounts of majority-owned subsidiaries. Significant 20% - 50% owned companies are carried on the equity method and classified in Other Assets. The Company's pro rata share of after-tax earnings is included in Interest and other income. Equity in undistributed earnings of all 50% owned companies at December 31, 1996, was not material.

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 and liabilities, 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. While actual results could differ from these estimates, management believes that the estimates are reasonable.

Revenue Recognition

Generally, revenue is recognized after services are rendered and products are shipped.

Translation of Non-US Currencies

All assets and liabilities recorded in functional currencies other than US dollars are translated at current exchange rates. The resulting adjustments are charged or credited directly to the Stockholders' Equity section of the Consolidated Balance Sheet. Revenue and expenses are translated at the weighted average exchange rates for the period. All realized and unrealized transaction gains and losses are included in income in the period in which they occur. Included in the 1996 results were transaction gains of $10 million, compared to a loss of $2 million and a gain of $2 million in 1995 and 1994, respectively.

Currency exchange contracts are entered into as a hedge against the effect of future settlement of assets and liabilities denominated in other than the functional currency of the individual businesses. Gains or losses on the contracts are recognized when the currency exchange rates fluctuate, and the resulting charge or credit offsets the unrealized currency gains or losses on those assets and liabilities. At December 31, 1996, contracts were outstanding to purchase the US dollar equivalent of $103 million in various foreign currencies and to sell the equivalent of $62 million at forward rates on the dates the contracts were entered. These contracts mature on various dates in 1997.

Investments

The Consolidated Balance Sheet reflects the Company's investment portfolio separated between current and long-term based on maturity. Except for $111 million of investments which are considered trading at December 31, 1996 (1995 $104 million), it is the Company's intent to hold the investments until maturity.

Both short-term and long-term investments held to maturity are stated at cost plus accrued interest, which approximates market, and comprise primarily Eurodollar time deposits, certificates of deposit and commercial paper, Euronotes and Eurobonds, substantially all denominated in US dollars. Substantially all the investments designated as held to maturity that were purchased and sold during the year had original maturities of less than three months. Short-term investments that are designated as trading are stated at market. The unrealized holding gain on such securities was not significant.

Long-term investments mature in 1998-$78 million, in 1999-$92 million and $154 million thereafter.

For purposes of the Consolidated Statement of Cash Flows, the Company does not consider short-term investments to be cash equivalents as they generally have original maturities in excess of three months. Short-term investments at December 31, 1996 and 1995, were $1.2 billion and $1.0 billion, respectively.

Inventories

Inventories are stated principally at average or standard cost, which approximates average cost, or at market, if lower. Inventory consists primarily of materials and supplies.

Excess of Investment Over Net Assets of Companies Purchased

Cost in excess of net assets of purchased companies is amortized on a straight-line basis over periods ranging from 7 to 40 years. Accumulated amortization was $287 million and $278 million at December 31, 1996 and 1995, respectively.

Fixed Assets and Depreciation

Fixed assets are stated at cost less accumulated depreciation, which is provided for by charges to income over the estimated useful lives of the assets by the straight-line method. Fixed assets include the manufacturing cost (average cost) of oilfield technical equipment manufactured by subsidiaries of the Company. Expenditures for renewals, replacements and betterments are capitalized. Maintenance and repairs are charged to operating expenses as incurred. Upon sale or other disposition, the applicable amounts of asset cost and accumulated depreciation are removed from the accounts and the net amount, less proceeds from disposal, is charged or credited to income.

Taxes on Income

The Company and its subsidiaries compute taxes on income in accordance with the tax rules and regulations of the many taxing authorities where the income is earned. The income tax rates imposed by these taxing authorities vary substantially. Taxable income may differ from pretax income for financial accounting purposes. To the extent that differences are due to revenue or expense items reported in one period for tax purposes and in another period for financial accounting purposes, an appropriate provision for deferred income taxes is made.

Approximately $2.5 billion of consolidated income retained for use in the business at December 31, 1996, represented undistributed earnings of consolidated subsidiaries and the Company's pro rata share of 20% - 50% owned companies. No provision is made for deferred income taxes on those earnings considered to be indefinitely reinvested or earnings that would not be taxed when remitted.

Tax credits and other allowances are credited to current income tax expense on the flow-through method of accounting.

Net Income Per Share

Net income per share is computed by dividing net income by the average number of common shares outstanding during the year. The effect of common stock equivalents on the computation of earnings per share was not significant.

Research & Engineering

All research and engineering expenditures are expensed as incurred, including costs relating to patents or rights that may result from such expenditures.

Unusual Items

The Company announced a charge of $300 million after tax in the third quarter related primarily to the Electricity & Gas and Geco-Prakla Land and Transition Zone businesses. During the quarter, the Electricity and Gas Management product lines were combined into a single business in response to the huge market and technology changes occurring in the energy supply sector. This combination will result in lower headcount and fewer manufacturing facilities and products. At Geco-Prakla, the Land and Transition Zone businesses have improved; however, they are still in a loss position and accordingly, require radical changes in organization and structure, and the write-off of Land goodwill. The after-tax charge of $300 million includes pre-tax charges of $112 million for severance and termination costs, other facilities' closure costs of $39 million, goodwill write-offs of $122 million, and other asset impairments/charges of $60 million.

The severance and termination costs relate to less than 5% of the worldwide workforce primarily in Europe and pertain to both manufacturing and operating personnel in about 30 locations. Most of the other facilities' closure costs relate to the write-down of buildings, equipment and other assets to net realizable value.

In addition, the Company recorded a charge of $58 million after tax, including a loss on the divestiture of the remaining defense-related activity, certain asset impairments and other charges. The amount is classified in cost of goods sold and services ($47 million) and taxes on income ($11 million).

As of December 31, 1996, $12 million of the severance and termination had been spent. The remainder should be spent within the next 18 months.

Acquisitions

During 1996, subsidiaries of the Company acquired Solaic, SA (on December 31, 1996), a magnetic and smart card manufacturer; an 80% interest in Printer, a magnetic stripe card manufacturer; Oilphase Sampling Services Ltd., a reservoir fluid sampling company; The Production Analyst* and OilField Manager* software products from OGCI Software, Inc.; Germann, a turnkey gasoline station provider; Gueant, a gas dispenser service company; and a 33% equity interest in DAP Technologies Limited, a developer and manufacturer of rugged handheld computer products. The purchase prices were $75 million, $9 million, $7 million, $8 million, $8 million, $7 million and $4 million, respectively. These acquisitions were accounted for as purchases. Costs in excess of net assets acquired were $91 million which are being amortized on a straight-line basis over periods between 7 and 25 years.

During 1995, subsidiaries of the Company acquired a further 40% interest in CGST Save, a French gas meter service company; the remaining 40% interest in J.B. Rombach, a German metering business; G.S.I. Saudi Arabia Ltd., a land seismic company; the Petroleum Division of Intera Information Technologies Corporation, a reservoir simulation software company; and Danyl Inc., a point-of-sale terminal manufacturer. The purchase prices were $71 million, $42 million, $15 million, $59 million and $12 million, respectively. These acquisitions were accounted for as purchases. Costs in excess of net assets acquired were $167 million which are being amortized on a straight-line basis over periods between 15 and 25 years.

Fixed Assets

A summary of fixed assets follows:

December 31, (Stated in millions)	1996	1995
Land	$ 71	$ 78
Buildings & improvements	1,040	1,027
Machinery and equipment	8,467	8,003
Total cost	9,578	9,108
Less accumulated depreciation	6,219	5,990
	$3,359	$3,118

Estimated useful lives of Buildings & improvements range from 5 to 50 years and of Machinery and equipment from 2 to 25 years.

Long-Term Debt

A summary of long-term debt by currency follows:

December 31, (Stated in millions)	1996	1995
US dollar	$ 195	$ 110
German mark	185	165
UK pound	137	192
Japanese yen	101	113
Other	19	33
	$ 637	$ 613

Long-term debt is at variable rates; substantially all of the debt is at rates up to 7%. Such rates are reset every six months or sooner. Accordingly, the carrying value of long-term debt at December 31, 1996, approximates the aggregate fair value.

Long-term debt at December 31, 1996, is due $208 million in 1998, $33 million in 1999, $190 million in 2000, $101 million in 2001 and $105 million thereafter.

At December 31, 1996, there were no interest rate swap arrangements outstanding. At times, interest rate swap arrangements are entered into to adjust non-US dollar denominated debt and interest rates into US dollars. Interest rate swap arrangements had no impact in 1996 and an immaterial effect on consolidated interest expense in 1995. The exposure in the event of nonperformance by the other parties to the arrangements is not significant.

Lines of Credit

At December 31, 1996, the Company's principal US subsidiary had an available unused Revolving Credit Agreement with a group of banks. The Agreement provided that the subsidiary may borrow up to $500 million until December 1998 at money market-based rates. In addition, at December 31, 1996, the Company and its subsidiaries had available unused lines of credit of approximately $626 million.

Capital Stock

The Company is authorized to issue 500,000,000 shares of Common Stock, par value $0.01 per share, of which 246,537,181 and 243,138,086 shares were outstanding on December 31, 1996 and 1995, respectively. The Company is also authorized to issue 200,000,000 shares of cumulative Preferred Stock, par value $0.01 per share, which may be issued in series with terms and conditions determined by the Board of Directors. No shares of Preferred Stock have been issued. Holders of Common Stock and Preferred Stock are entitled to one vote for each share of stock held.

In January 1993, Schlumberger acquired the remaining 50% interest in the Dowell Schlumberger group of companies. The purchase price included a warrant, expiring in 7.5 years and valued at $100 million, to purchase 7.5 million shares of Schlumberger Limited Common Stock at an exercise price of $59.95 per share. The warrant is fully vested and nontransferable.

Stock Compensation Plans

As of December 31, 1996, the Company has two types of stock-based compensation plans, which are described below. The Company applies APB Opinion 25 and related Interpretations in accounting for its plans. Accordingly, no compensation cost has been recognized for its stock option plans and its stock purchase plan. Had compensation cost for the Company's stock-based plans been determined based on the fair value at the grant dates for awards under those plans, consistent with the method of FASB Statement 123, the Company's net income and earnings per share would have been the pro forma amounts indicated below:

(Stated in millions except per share amounts)

	1996	1995
Net Income		
As reported	$ 851	$ 649
Pro forma	$ 809	$ 641
Earnings per share		
As reported	$3.47	$2.69
Pro forma	$3.30	$2.65

As required by FASB Statement 123, the above pro forma data reflects the effect of stock option grants and the employee stock purchase plan during 1996 and 1995.

Stock Option Plans

During 1996, 1995 and in prior years, officers and key employees were granted stock options under the Company's stock option plans. The exercise price of each option equals the market price of the Company's stock on the date of grant; an option's maximum term is ten years, and options generally vest in 20% increments over five years.

As required by FASB Statement 123, the fair value of each grant is estimated on the date of grant using the multiple option Black-Scholes option-pricing model with the following weighted-average assumptions used for 1996 and 1995: dividend yield of 1.5%; expected volatility of 20%; risk-free interest rates for 1996 grants of 5.38% - 6.36% for officers and 5.09% - 6.01% for all other employees; risk-free interest rates for 1995 grants of 5.85% - 7.88% for officers and 5.70% - - 7.66% for all other employees; and expected option lives of 5.50 years for officers and 2.39 years for other employees. The weighted-average fair value of options granted during 1996 and 1995 is $21.07 and $17.40, respectively.

A summary of the status of the Company's stock option plans as of December 31, 1996 and 1995, and changes during the years ending on those dates is presented below:

	Number of Shares	Weighted Average Exercise Price
Outstanding		
Jan. 1, 1995	11,560,849	$56
Granted	753,700	$62
Exercised	(897,919)	$44
Lapsed or cancelled	(346,150)	$61
Outstanding		
Dec. 31, 1995	11,070,480	$58
Granted	4,131,000	$79
Exercised	(2,758,242)	$54
Lapsed or cancelled	(244,840)	$64
Outstanding		
Dec. 31, 1996	12,198,398	$65
Exercisable at		
Dec. 31, 1995	6,259,270	
Dec. 31, 1996	4,963,908	
Available for grant		
Dec. 31, 1995	9,444,095	
Dec. 31, 1996	5,557,935	

The following table summarizes information concerning currently outstanding and exercisable options by two ranges of exercise prices:

Range of exercise prices	$29.250 - $64.500
Number outstanding at 12/31/96	7,343,448
Weighted average remaining contractual life	5.93
Weighted average exercise price	$58
Number exercisable at 12/31/96	4,494,418
Weighted average exercise price	$58
Range of exercise prices	$64.813 - $93.625
Number outstanding at 12/31/96	4,854,950
Weighted average remaining contractual life	8.83
Weighted average exercise price	$77
Number exercisable at 12/31/96	469,490
Weighted average exercise price	$59

Employee Stock Purchase Plan

Under the Schlumberger Discounted Stock Purchase Plan, the Company is authorized to issue up to 8,000,000 shares of Common Stock to its employees. Under the terms of the Plan, employees can choose each year to have up to 10% of their annual earnings withheld to purchase the Company's Common Stock. The purchase price of the stock is 85% of the lower of its beginning or end of the plan year market price. Under the Plan, the Company sold 741,747 shares and 724,794 shares to employees in 1996 and 1995, respectively. Compensation cost has been computed for the fair value of the employees' purchase rights, which was estimated using the Black-Scholes model with the following assumptions for 1996 and 1995: dividend yield of 1.5%; expected life of one year; expected volatility of 20%; and risk-free interest rates of 5.71% for 1996 and 5.61% for 1995. The weighted-average fair value of those purchase rights granted in 1996 and 1995 is $19.45 and $14.42, respectively.

Income Tax Expense

With increasing profitability and strong outlook in the US, in the third quarter of 1996 the Company recognized 50% of the US income tax benefit related to its US subsidiary's tax loss carryforward and all temporary differences. This resulted in a credit of $360 million.

The Company and its subsidiaries operate in over 100 taxing jurisdictions.

At December 31, 1996, the US deferred tax asset was $381 million and the valuation allowance was $53 million.

The Company's US consolidated group has a net operating loss carryforward at December 31, 1996, of $293 million and net deductible temporary differences were $782 million. Significant temporary differences pertain to postretirement medical benefits and fixed assets. Most of the tax loss carryforward will expire in the years 2002 - 2003.

The normal recurring provision for income taxes in 1996 was $206 million; effective tax rate was 20%. In 1995 and 1994, the effective tax rates were 16% and 13%, respectively. The effect of the US operating loss carryforward was a significant reconciling item between the US statutory federal tax rate (35%) and the Company's effective tax rate in each year.

The Company's provision for deferred taxes (excluding the effect of the unusual items) was less than $5 million in each of the three years in the period ended December 31, 1996. The remaining component of income tax expense was the current provision in each year.

Leases and Lease Commitments

Total rental expense was $232 million in 1996, $206 million in 1995 and $192 million in 1994. Future minimum rental commitments under noncancelable leases for years ending December 31 are: 1997 $90 million; 1998 $72 million; 1999 $58 million; 2000 $40 million; and 2001 $30 million. For the ensuing three five-year periods, these commitments decrease from $35 million to $3 million. The minimum rentals over the remaining terms of the leases aggregate $25 million.

Contingencies

The Company and its subsidiaries comply with government laws and regulations and responsible management practices for the protection of the environment. The Consolidated Balance Sheet includes accruals for the estimated future costs associated with certain environmental remediation activities related to the past use or disposal of hazardous materials. Substantially all such costs relate to divested operations and to facilities or locations that are no longer in operation. Due to a number of uncertainties, including uncertainty of timing, the scope of remediation, future technology, regulatory changes and other factors, it is possible that the ultimate remediation costs may exceed the amounts accrued. However, in the opinion of management, such additional costs are not expected to be material relative to consolidated liquidity, financial position or future results of operations.

In a case in Texas involving the validity of a 1988 settlement and release in connection with an incidental business venture, the trial court, in 1993, rendered a judgment notwithstanding the verdict of the jury, exonerating Schlumberger from any liability. In late 1994, a Texas Court of Appeals reversed the trial court judgment and reinstated the jury award of about $75 million against Schlumberger. The Texas Supreme Court granted the Schlumberger motion to hear the case. Oral argument was held before the Texas Supreme Court on October 11, 1995. Schlumberger and outside counsel believe the decision of the trial court was correct. Consequently, no provision has been made in the Consolidated Financial Statements for this matter.

In May 1996, in a case involving a $3 million contract dispute, the trial court in Johnson County, Texas, entered judgment on jury findings adverse to Schlumberger for $23 million in damages, which has been doubled, plus attorneys' fees and interest. The Company and its outside counsel believe the findings and the judgment are not supported by the evidence and law, and have filed an appeal. Accordingly, no provision has been made in the financial statements for this matter.

In addition, the Company and its subsidiaries are party to various other legal proceedings. Although the ultimate disposition of these proceedings is not presently determinable, in the opinion of the Company any liability that might ensue would not be material in relation to the Consolidated Financial Statements.

Segment Information

The Company's business comprises three segments: Oilfield Services, Measurement & Systems and Omnes. Services and products are described in more detail on pages 2,3 and 4 in this report.

Oilfield Services and Measurement & Systems are reportable segments.

Financial information for the years ended December 31, 1996, 1995 and 1994, by industry segment and by geographic area is as follows:

Transfers between segments and geographic areas are for the most part made at regular prices available to unaffiliated customers.

Certain Oilfield Services segment fixed assets are manufactured within that segment.

During the years ended December 31, 1996, 1995 and 1994, neither sales to any government nor sales to any single customer exceeded 10% of consolidated operating revenue.

Corporate assets largely comprise short-term and long-term investments.

(Stated in millions)

	Oilfield Services	Measurement & Systems	Adjust. & Elim.	Consol- idated
INDUSTRY SEGMENT 1996				
Operating revenue				
Customers	$6,129	$2,827	$ -	$ 8,956
Inter-segment transfers	-	7	(7)	-
	$6,129	$2,834	$ (7)	$ 8,956
Operating income	$ 986	$ 124	$(52)	$ 1,058
Interest expense				(72)
Interest and other income				70
Unusual items				(380)
Income before taxes				$ 676
Depreciation expense	$ 700	$ 111	$ 8	$ 819
Fixed asset additions	$1,018	$ 131	$ 9	$ 1,158
At December 31				
Identifiable assets	$5,961	$2,518	$(41)	$ 8,438
Corporate assets				1,887
Total assets				$10,325
INDUSTRY SEGMENT 1995				
Operating revenue				
Customers	$4,867	$2,755	$ -	$ 7,622
Inter-segment transfers	1	4	(5)	-
	$4,868	$2,759	$ (5)	$ 7,622
Operating income	$ 627	$ 151	$(17)	$ 761
Interest expense				(82)
Interest and other income less other charges -$1				91
Income before taxes				$ 770
Depreciation expense	$ 650	$ 104	$ 6	$ 760
Fixed asset additions	$ 800	$ 122	$ 17	$ 939
At December 31				
Identifiable assets	$5,192	$2,213	$(29)	$ 7,376
Corporate assets				1,534
Total assets				$ 8,910

(Stated in millions)

	Oilfield Services	Measurement & Systems	Adjust. & Elim.	Consol-idated
INDUSTRY SEGMENT 1994				
Operating revenue				
Customers	$4,362	$2,335	$ -	$6,697
Inter-segment transfers	3	4	(7)	-
	$4,365	$2,339	$ (7)	$6,697
Operating income	$ 495	$ 121	$(23)	$ 593
Interest expense				(63)
Interest and other income plus other credits -$3				87
Income before taxes				$ 617
Depreciation expense	$ 625	$ 92	$ 5	$ 722
Fixed asset additions	$ 661	$ 91	$ 31	$ 783
At December 31				
Identifiable assets	$4,766	$1,936	$(14)	$6,688
Corporate assets				1,634
Total assets				$8,322

(Stated in millions)

	Western Hemisphere US	Western Hemisphere Other	Eastern Hemisphere Europe	Eastern Hemisphere Other	Adjust. & Elim.	Consolidated
GEOGRAPHIC AREA 1996						
Operating revenue						
Customers	$2,103	$1,150	$3,065	$2,638	$ -	$ 8,956
Inter-area transfers	443	7	169	35	(654)	-
	$2,546	$1,157	$3,234	$2,673	$(654)	$ 8,956
Operating income	$ 195	$ 166	$ 243	$ 546	$ (92)	$ 1,058
Interest expense						(72)
Interest and other income						70
Unusual items						(380)
Income before taxes						$ 676
At December 31						
Identifiable assets	$2,249	$ 885	$3,300	$2,069	$ (65)	$ 8,438
Corporate assets						1,887
Total assets						$10,325
GEOGRAPHIC AREA 1995						
Operating revenue						
Customers	$1,826	$ 905	$2,779	$2,112	$ -	$ 7,622
Inter-area transfers	358	17	149	30	(554)	-
	$2,184	$ 922	$2,928	$2,142	$(554)	$ 7,622
Operating income	$ 130	$ 135	$ 170	$ 367	$ (41)	$ 761
Interest expense						(82)
Interest and other income less other charges - $1						91
Income before taxes						$ 770
At December 31						
Identifiable assets	$1,748	$ 720	$2,894	$2,025	$ (11)	$ 7,376
Corporate assets						1,534
Total assets						$ 8,910

(Stated in millions)

	Western Hemisphere		Eastern Hemisphere			
	US	Other	Europe	Other	Adjust. & Elim.	Consol-idated
GEOGRAPHIC AREA 1994						
Operating revenue						
Customers	$1,650	$749	$2,299	$1,999	$ -	$6,697
Inter-area transfers	251	10	140	30	(431)	-
	$1,901	$759	$2,439	$2,029	$(431)	$6,697
Operating income	$ 177	$106	$ 49	$ 304	$ (43)	$ 593
Interest expense						(63)
Interest and other income plus other credits - $3						87
Income before taxes						$ 617
At December 31						
Identifiable assets	$1,660	$620	$2,387	$2,210	$(189)	$6,688
Corporate assets						1,634
Total assets						$8,322

Pension and Other Benefit Plans

US Pension Plans

The Company and its US subsidiary sponsor several defined benefit pension plans that cover substantially all employees. The benefits are based on years of service and compensation on a career-average pay basis. These plans are substantially fully funded with a trustee in respect to past and current service. Charges to expense are based upon costs computed by independent actuaries. The funding policy is to contribute annually amounts that are allowable for federal income tax purposes. These contributions are intended to provide for benefits earned to date and those expected to be earned in the future.

The assumed discount rate, compensation increases and return on plan assets used to determine pension expense in all years were 7.5%, 4.5% and 8.5%, respectively.

Net pension cost in the US for 1996, 1995 and 1994, included the following components:

	(Stated in millions)		
	1996	1995	1994
Service cost -benefits earned during the period	$ 27	$ 26	$ 25
Interest cost on projected benefit obligation	50	46	44
Expected return on plan assets (actual return: 1996 $94; 1995 $137; 1994 $3)	(52)	(47)	(46)
Amortization of transition asset	(2)	(2)	(2)
Amortization of prior service cost/other	4	4	6
Net pension cost	$ 27	$ 27	$ 27

Effective January 1, 1996, the Company and its subsidiaries amended their pension plans to improve retirement benefits for current employees. The funded status at December 31, 1995, reflects the amendment.

The funded status of the plans at December 31, 1996 and 1995, was as follows:

	1996	1995
	(Stated in millions)	
Actuarial present value of obligations:		
Vested benefit obligation	$ 639	$ 615
Accumulated benefit obligation	$ 641	$ 617
Projected benefit obligation	$ 700	$ 675
Plan assets at market value	771	698
Excess of assets over projected benefit obligation	71	23
Unrecognized net gain	(155)	(96)
Unrecognized prior service cost	34	39
Unrecognized net asset at transition date	(7)	(9)
Pension liability	$ (57)	$ (43)

Assumed discount rate and rate of compensation increases used to determine the projected benefit obligations were 8% and 4.5%, respectively; the expected long-term rate of return on plan assets was 8.5%. Plan assets at December 31, 1996, consist of common stocks ($504 million), cash or cash equivalents ($42 million), fixed income investments ($135 million) and other investments ($90 million). Less than 1% of the plan assets at December 31, 1996, represented Schlumberger Limited Common Stock.

Non-US Pension Plans

Outside of the US, subsidiaries of the Company sponsor several defined benefit and defined contribution plans that cover substantially all employees who are not covered by statutory plans. For defined benefit plans, charges to expense are based upon costs computed by independent actuaries. These plans are substantially fully funded with trustees in respect to past and current service. For all defined benefit plans, pension expense was $16 million, $13 million and $16 million in 1996, 1995 and 1994, respectively. The only significant defined benefit plan is in the UK.

The assumed discount rate, compensation increases and return on plan assets used to determine pension expense in all years were 7.5%, 5% and 8.5%, respectively.

Net pension cost in the UK plan for 1996, 1995 and 1994 (translated into US dollars at the average exchange rate for the periods), included the following components:

	(Stated in millions) 1996	1995	1994
Service cost - benefits earned during the period	$ 12	$ 10	$ 10
Interest cost on projected benefit obligation	9	9	10
Expected return on plan assets (actual return: 1996 $36; 1995 $43; 1994 $(11))	(18)	(16)	(15)
Amortization of transition asset and other	(3)	(2)	(3)
Net pension cost	$ -	$ 1	$ 2

The funded status of the plan (translated into US dollars at year-end exchange rates) was as follows:

	(Stated in millions) 1996	1995
Actuarial present value of obligations:		
Vested benefit obligation	$ 132	$ 108
Accumulated benefit obligation	$ 132	$ 108
Projected benefit obligation	$ 150	$ 129
Plan assets at market value	276	222
Excess of assets over projected benefit obligation	126	93
Unrecognized net gain	(111)	(85)
Unrecognized prior service cost	4	4
Unrecognized net asset at transition date	(4)	(5)
Pension asset	$ 15	$ 7

The assumed discount rate and rate of compensation increases used to determine the projected benefit obligation were 8% and 5%, respectively; the expected long-term rate of return on plan assets was 8.5%. Plan assets consist of common stocks ($219 million), cash or cash equivalents ($6 million) and fixed income investments ($52 million). None of the plan assets represents Schlumberger Limited Common Stock.

For defined contribution plans, funding and cost are generally based upon a predetermined percentage of employee compensation. Charges to expense in 1996, 1995 and 1994, were $15 million, $14 million and $12 million, respectively.

Other Deferred Benefits

In addition to providing pension benefits, the Company and its subsidiaries have other deferred benefit programs. Expense for these programs was $93 million, $80 million and $71 million in 1996, 1995 and 1994, respectively.

Health Care Benefits

The Company and its US subsidiary provide health care benefits for certain active employees. The cost of providing these benefits is recognized as expense when incurred and aggregated $38 million, $37 million and $34 million in 1996, 1995 and 1994, respectively. Outside of the United States, such benefits are mostly provided through government-sponsored programs.

Postretirement Benefits Other Than Pensions

The Company and its US subsidiary provide certain health care benefits to former employees who have retired under the US pension plans.

In 1996, service cost and interest cost expenses were $13 million and $26 million, respectively, compared to $12 million and $25 million in 1995. The principal actuarial assumptions used to measure the above-mentioned costs were a discount rate of 7.5% in 1996 and 7.5% in 1995, and a medical cost trend rate of 10% graded to 6% over the next six years and 6% thereafter.

The funded status at December 31, 1996 and 1995, was as follows:

	(Stated in millions) 1996	1995
Accumulated postretirement benefit obligation:		
Retirees	$ 143	$ 173
Fully eligible	8	6
Actives	135	181
	$ 286	$ 360
Unrecognized net gain (loss)	92	(5)
Unrecognized prior service	5	-
Postretirement benefit liability at December 31	$ 383	$ 355

The assumed discount rate used to determine the accumulated postretirement benefit obligation was 8% for 1996 and 7.5% in 1995. At December 31, 1996, the medical cost trend rate has been lowered to reflect actual experience over the last four years to 9% graded to 5% over the next six years and 5% thereafter.

If the assumed medical cost trend rate was increased by one percentage point, health care cost in 1996 would have been $45 million, and the accumulated postretirement benefit obligation would have been $324 million at December 31, 1996.

Supplementary Information

Operating revenue and related cost of goods sold and services comprised the following:

(Stated in millions)

Year ended December 31,	1996	1995	1994
Operating revenue			
Sales	$2,428	$2,372	$2,019
Services	6,528	5,250	4,678
	$8,956	$7,622	$6,697
Direct operating costs			
Goods sold	$1,704	$1,645	$1,372
Services	5,131	4,159	3,736
	$6,835	$5,804	$5,108

Cash paid for interest and income taxes was as follows:

(Stated in millions)

Year ended December 31,	1996	1995	1994
Interest	$ 73	$ 81	$ 64
Income taxes	$ 179	$ 132	$ 148

Accounts payable and accrued liabilities are summarized as follows:

(Stated in millions)

December 31,	1996	1995
Payroll, vacation and employee benefits	$ 488	$ 425
Trade	712	564
Taxes, other than income	182	156
Other	818	629
	$2,200	$1,774

The caption "Interest and other income" includes interest income, principally from short-term and long-term investments, of $73 million, $89 million and $78 million for 1996, 1995 and 1994, respectively, partially offset by the Company's share of the loss from the Omnes joint venture of $5 million in 1996.

To the Board of Directors and Stockholders
of Schlumberger Limited

In our opinion, the accompanying consolidated balance sheet and the related consolidated statements of income, of stockholders' equity and of cash flows present fairly, in all material respects, the financial position of Schlumberger Limited and its subsidiaries at December 31, 1996 and 1995, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1996, in conformity with generally accepted accounting principles. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

Price Waterhouse LLP
New York, New York
January 23, 1997

QUARTERLY RESULTS (UNAUDITED)

The following table summarizes results for each of the four quarters for the years ended December 31, 1996 and 1995. Gross profit equals operating revenue less cost of goods sold and services.

(Stated in millions except per share amounts)

	Operating		Net Income	
	Revenue	Gross Profit	Amount	Per Share
Quarters-1996				
First	$2,028	$ 478	$171	$0.70
Second	2,151	519	196	0.80
Third	2,262	510	229	0.93
Fourth	2,515	614	255	1.04
	$8,956	$2,121	$851	$3.47
Quarters-1995				
First	$1,762	$ 426	$147	$0.61
Second	1,877	459	167	0.69
Third	1,919	464	169	0.70
Fourth	2,064	469	166	0.69
	$7,622	$1,818	$649	$2.69

Item 9 Disagreements on Accounting and Financial Disclosures

NONE

PART III

Item 10 Directors and Executive Officers of the Registrant

See Part I (pages 7 and 8) for Item 10 information regarding Executive Officers of the Registrant. The information with respect to the remaining portion of Item 10 is set forth in the first section under the caption, "Election of Directors", in the Proxy Statement, and is incorporated by reference.

Item 11 Executive Compensation

The information set forth under "EXECUTIVE COMPENSATION" (other than that set forth under the subcaptions "Corporate Performance Graph" and "Compensation Committee Report on Executive Compensation") in the Proxy Statement is incorporated by reference.

Item 12 Security Ownership of Certain Beneficial Owners and Management

The information with respect to Item 12 is set forth in the Proxy Statement under the caption, "Security Ownership of Certain Beneficial Owners and Management" and such information is incorporated herein by reference.

Item 13 Certain Relationships and Related Transactions

The information with respect to Item 13 is set forth in the last paragraph of the section headed, "Board and Committees", in the Company's Proxy Statement dated March 7, 1997, and such information is incorporated herein by reference.

PART IV

Item 14 Exhibits, Financial Statement Schedules and Reports on Form 8-K

The following documents are filed as part of this report:

		Page(s)
(1)	Financial Statements	
	Consolidated Statement of Income for the three years ended December 31, 1996	23
	Consolidated Balance Sheet at December 31, 1996 and 1995	24
	Consolidated Statement of Cash Flows for the three years ended December 31, 1996	25
	Consolidated Statement of Stockholders' Equity for the three years ended December 31, 1996	26
	Notes to Consolidated Financial Statements	27 through 44
	Report of Independent Accountants	45
	Selected Quarterly Financial Data (Unaudited)	46

Financial statements of 20% - 50% owned companies accounted for under the equity method and unconsolidated subsidiaries have been omitted because they do not meet the materiality tests for assets of income.

(2) Financial Statement Schedules

Not required.

(3) The following Exhibits are filed:

Deed of Incorporation as last amended on May 21, 1987	Exhibit 3
By-Laws as last amended on October 20, 1993	Exhibit 3
Schlumberger 1994 Stock Option Plan, as amended on January 5, 1995*	Exhibit 10(a)

Schlumberger Limited Supplementary Benefit Plan, as amended on January 1, 1995*	Exhibit 10(b)
Schlumberger 1989 Stock Incentive Plan, as amended*	Exhibit 10(c)
Schlumberger 1979 Stock Incentive Plan, as amended*	Exhibit 10(d)
Schlumberger 1979 Incentive Stock Option Plan, as amended*	Exhibit 10(e)
Schlumberger Restoration Savings Plan*	Exhibit 10(f)

*Compensatory plan required to be filed as an exhibit.

Subsidiaries	Exhibit 21
Consent of Independent Accountants	Exhibit 23
Powers of Attorney dated January 24, 1997:	Exhibit(s) 24
Don E. Ackerman	(a)
D. Euan Baird	(b)
Denys Henderson	(c)
Andre Levy-Lang	(d)
William T. McCormick, Jr.	(e)
Didier Primat	(f)
Nicolas Seydoux	(g)
Linda G. Stuntz	(h)
Sven Ullring	(i)
Eiji Umene	(j)
Additional Exhibit: Form S-8 Undertakings	Exhibit 99

No reports on Form 8-K have been filed during the last quarter of the period covered by this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

SCHLUMBERGER LIMITED

Date: March 31, 1997

By : /s/ Arthur Lindenauer

Arthur Lindenauer
Executive Vice President -
Finance; Chief Financial Officer
and Chief Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Name	Title
* D. Euan Baird	Director, Chairman, President and Chief Executive Officer
/s/ Arthur Lindenauer Arthur Lindenauer	Executive Vice President Finance; Chief Financial Officer and Chief Accounting Officer
* Don E. Ackerman	Director
* Denys Henderson	Director
* Andre Levy-Lang	Director
* William T. McCormick, Jr.	Director

Name	Title
* ______________________________ Didier Primat	Director
* ______________________________ Sven Ullring	Director
* ______________________________ Nicolas Seydoux	Director
* ______________________________ Linda G. Stuntz	Director
* ______________________________ Eiji Umene	Director

/s/ David S. Browning March 31, 1997
- ----------------------------

* By David S. Browning
Attorney-in-Fact

INDEX TO EXHIBITS	Exhibit	Page
Deed of Incorporation as last amended on May 21, 1987, incorporated by reference to Exhibit 3 to Form 10-K for 1992	3	-
By-Laws as last amended on October 20, 1993, incorporated by reference to Exhibit 3 to Form 10-K for 1993	3	-
Schlumberger 1994 Stock Option Plan, as amended, incorporated by reference to Exhibit 10(a) to Form 10-K for year 1995	10(a)	-
Schlumberger Limited Supplementary Benefit Plan, as amended, on January 1, 1995	10(b)	53
Schlumberger 1989 Stock Incentive Plan, as amended, incorporated by reference to Exhibit 10(c) to Form 10-K for year 1995	10(c)	-
Schlumberger 1979 Stock Incentive Plan, as amended, incorporated by reference to Exhibit 10(c) to Annual Report 10-K filed for year 1992	10(d)	-
Schlumberger 1979 Incentive Stock Option Plan, as amended, incorporated by reference to Exhibit 10(d) to Annual Report 10-K filed for year 1992	10(e)	-
Schlumberger Restoration Savings Plan, incorporated by reference to Exhibit 10(f) to Form 10-K for year 1995	10(f)	-
Subsidiaries	21	77
Consent of Independent Accountants	23	78
Powers of Attorney dated January 24, 1997:	24	
D. Euan Baird	(a)	79
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EXHIBIT 10(b)

SCHLUMBERGER LIMITED
SUPPLEMENTARY BENEFIT PLAN

(As Amended and Restated Effective January 1, 1995)

I N D E X

SCHLUMBERGER LIMITED
SUPPLEMENTARY BENEFIT PLAN

(As Amended and Restated Effective January 1, 1995)

PREAMBLE

Schlumberger Limited (Schlumberger N.V.), a Netherlands Antilles corporation (the "Company"), established an unfunded deferred compensation plan known as the Schlumberger Limited Supplementary Benefit Plan, effective as of January 1, 1981, and thereafter amended and restated such plan effective January 1, 1990. The amended and restated plan, as amended by the First Amendment thereto, is referred to herein as the "Prior Plan." The purpose of the Prior Plan was to restore to eligible key employees of the Company and its participating subsidiaries and affiliated companies the amount of benefits which they are unable to receive under the Qualified Plans as a result of the Code Section 401(a)(17) Limitations, which limit the annual compensation that may be taken into account in computing benefits under the Qualified Plans, and by the Code Section 415 Limitations, which limit benefits and contributions under the Qualified Plans. Effective as of January 1, 1995, the Company hereby amends and restates the Prior Plan to (i) reflect the withdrawal of Schlumberger Technology Corporation and its subsidiaries as employers under the Prior Plan, (ii) reflect that all STC Plan Benefits (as herein defined) will be paid pursuant to the Schlumberger Technology Corporation Supplementary Benefit Plan, as established effective as of January 1, 1995, and (iii) incorporate the First Amendment to the Prior Plan (the "Plan").

Program A of the Plan, set forth in Article III below, is intended to qualify for the exemptions provided under Title I of ERISA for plans that are not tax-qualified and that are maintained primarily to provide deferred compensation for a select group of management or highly compensated employees. Program B of the Plan, set forth in Article IV below, is intended to qualify for the exemptions provided under Title I of ERISA for plans that are excess benefit plans.

NOW, THEREFORE, Schlumberger Limited hereby amends and restates the Prior Plan, effective as of January 1, 1995, to read as follows:

ARTICLE I
DEFINITIONS AND CONSTRUCTION

1.1 Definitions: Except as otherwise indicated, the terms used in this Plan shall have the same meaning as they have under the applicable Qualified Plans. For purposes of this Plan, the following definitions shall apply:

"ADMINISTRATIVE COMMITTEE" shall mean the Administrative Committee of the Schlumberger Limited Pension Plan.

"AFFILIATE" shall mean any corporation in which the shares owned or controlled directly or indirectly by Schlumberger Limited shall represent 50% or more of the voting power of the issued and outstanding capital stock of such corporation. In addition to the above, the term "Affiliate" shall include any corporation or other trade or business which, together with Schlumberger Limited, is "under common control" within the meaning of Code Section 414(b) or (c) as defined in Code Section 1563(a)(1) and modified by Code Section 415(h). Notwithstanding the foregoing, the term "Affiliate" shall not include Schlumberger Technology Corporation, a Texas corporation, or any subsidiary of Schlumberger Technology Corporation.

"BOARD OF DIRECTORS" shall mean the Board of Directors of Schlumberger Limited.

"CODE" shall mean the Internal Revenue Code of 1986, as amended from time to time.

"CODE SECTION 401(A)(17) LIMITATIONS" shall mean the limitations imposed by Code Section 401(a)(17).

"CODE SECTION 415 LIMITATIONS" shall mean the limitations imposed by Code Section 415 without regard to Code Section 415(c)(1)(B).

"COMPANY" shall mean Schlumberger Limited (Schlumberger N.V.), a Netherlands Antilles corporation.

"EMPLOYEE" shall mean any person who is employed by and carried on the payroll of an Employer and who meets the requirements for participation in a Qualified Defined Benefit Plan or Qualified Defined Contribution Plan maintained by an Employer .

"EMPLOYER" shall mean the Company and any Affiliate which meets the definition of an Employer in the applicable Qualified Plan.

"ERISA" shall mean the Employee Retirement Income Security Act of 1974, as amended from time to time.

"PARTICIPANT" shall mean a participant in a Qualified Defined Contribution Plan or a Qualified Defined Benefit Plan of the Company or any Affiliate.

"PLAN" shall mean the Schlumberger Limited Supplementary Benefit Plan, as amended and restated effective January 1, 1995 and set forth herein, and as amended from time to time.

"PRIOR PLAN" shall mean the Schlumberger Limited Supplementary Benefit Plan, effective as of January 1, 1990, as thereafter amended.

"QUALIFIED DEFINED BENEFIT PLANS" shall mean the defined benefit plans of the Company and its Affiliates which are intended to meet the requirements of ERISA and of Code Sections 401(a) and 501(a).

"QUALIFIED DEFINED CONTRIBUTION PLANS" shall mean the profit-sharing plans of the Company and its Affiliates which are intended to meet the requirements of ERISA and of Code Sections 401(a) and 501(a); provided, however, that the term "Qualified Defined Contribution Plan" shall only include the portion of such a profit-sharing plan that provides for discretionary employer contributions and shall not include any portion of such a profit-sharing plan that is subject to Code Section 401(k) or 401(m).

"QUALIFIED PLANS" shall mean the Qualified Defined Contribution Plans and Qualified Defined Benefit Plans.

"STC PLAN" shall mean the Schlumberger Technology Corporation Supplementary Benefit Plan, as established effective January 1, 1995 and as thereafter amended from time to time.

"STC PLAN BENEFIT" shall mean any benefit accrued pursuant to Section 3.3 or 4.3 of the Prior Plan and unpaid as of January 1, 1995, to the extent calculated with reference to any Qualified Plan thereunder sponsored or contributed to by Schlumberger Technology Corporation or any subsidiary thereof.

1.2 Gender and Number: Except when otherwise indicated by the context, any masculine pronoun when used in the Plan shall refer to either male or female Participants, and the definition of any term in the singular shall also include the plural.

1.3 Severability: In the event any provision of the Plan shall be held invalid or illegal for any reason, any illegality or invalidity shall not affect the remaining parts of the Plan, but the Plan shall be construed and enforced as if the illegal or invalid provision had never been inserted, and the Company shall have the privilege and opportunity to correct and remedy questions of illegality or invalidity by amendment as provided in the Plan.

1.4 Applicable Law: This Plan shall be governed and construed in accordance with the laws of the State of New York.

1.5 <u>Plan Not an Employment Contract</u>: The Plan is not an employment contract. The receipt of benefits under the Plan does not give to any person the right to be continued in employment by the Company or an Affiliate, and all Employees remain subject to change of salary, transfer, change of job, discipline, layoff, discharge (with or without cause), or any other change of employment status.

1.6 <u>Source of Payment</u>: The benefits described in this Plan are contractual obligations and liabilities of the applicable Employer to pay compensation for services in accordance with the terms hereof. All amounts paid under this Plan shall be paid in cash from the general assets of the applicable Employer. Benefits shall be reflected on the accounting records of the Employers, but shall not be construed to create, or require the creation of, a trust, custodial or escrow account. No special or separate fund need be established and no segregation of assets need be made to assure the payment of such benefits. No Participant shall have any right, title, or interest whatever in or to any investment reserves, accounts, funds or assets that the Company or the Employers may purchase, establish, or accumulate to aid in providing the benefits described in this Plan. Nothing contained in this Plan, and no action taken pursuant to its provisions, shall create or be construed to create a trust or a fiduciary relationship of any kind between an Employer or the Company and a Participant or any other person. Neither a Participant nor the beneficiary of a Participant shall acquire any interest hereunder greater than that of an unsecured creditor.

1.7 <u>Tax Withholding</u>: The Employer may withhold from a payment any federal, state, or local taxes required by law to be withheld with respect to such payment and such sums as the Employer may reasonably estimate as necessary to cover any taxes for which the Employer may be liable and which may be assessed with regard to such payment.

ARTICLE II
PARTICIPATION

A Participant entitled to benefits under the Prior Plan shall receive such benefits, together with any benefits accrued hereunder from and after January 1, 1995, pursuant to the provisions of this Plan. Notwithstanding the foregoing, no Participant shall receive STC Plan Benefits hereunder from and after January 1, 1995, but such benefits shall instead be treated as provided in Section 5.5. An Employee who becomes eligible for participation in Program A of this Plan (as described in Section 3.2) from and after January 1, 1995 shall become a Participant in Program A of this Plan if, as of or after such date, the benefits he would otherwise receive as a result of his participation in one or more of the Qualified Plans are reduced as a result of the Code Section 401(a)(17) Limitations. An Employee who becomes eligible for participation in Program B of this Plan (as described in Section 4.2) from and after January 1, 1995 shall become a Participant in Program B of this Plan if, as of or after such date, the benefits he would otherwise receive as a result of his participation in one or more of the Qualified Plans are reduced as a result of the Code Section 415 Limitations. An Employee who becomes eligible for participation in both Program A and B of this Plan from and after January 1, 1995 and whose Qualified Plan benefits have been reduced by both the Code Section 401(a)(17) Limitations and the Code Section 415 Limitations shall participate in both Program A and B; provided, however, that nothing in this Plan shall entitle him to receive an amount that exceeds the total benefits that would have been his due under the Qualified Plans in the absence of the Code Section 401(a)(17) Limitations and the Code Section 415 Limitations.

ARTICLE III
PROGRAM A: RESTORATION OF BENEFITS REDUCED BY CODE SECTION 401(a)(17)

3.1 Purpose: Code Section 401(a)(17) limits the amount of compensation that may be taken into account under the Qualified Plans. The purpose of Program A is to restore to Participants in the Qualified Plans any benefits that would have been available to them under the Qualified Plans had the Code Section 401(a)(17) Limitations not been imposed.

3.2 Eligibility: In order to participate in Program A of this Plan, an individual must (a) be a Participant in one of the Qualified Plans and (b) have experienced a reduction in the benefits he would have received from the Qualified Plan in which he is a Participant as a result of the Code Section 401(a)(17) Limitations on the amount of annual compensation that may be included in the calculation of benefits. In addition, this Program is intended solely for the participation of a select group of management or highly compensated employees, as those terms are set forth in Section 201(2) of ERISA.

3.3 Calculation of Restoration Benefit: The amount of restoration benefits payable to a Participant in Program A of this Plan with reference to each Qualified Defined Benefit Plan under which the Participant may claim benefits will be calculated in the manner described in

Subsection (a). The amount of benefits payable to a Participant in Program A of this Plan with reference to each Qualified Defined Contribution Plan under which the Participant may claim benefits will be calculated in the manner described in Subsection (b).

(a) Restoration of Amounts Under Qualified Defined Benefit Plans: When a Participant's defined benefit commences under a Qualified Defined Benefit Plan, the Company will calculate a benefit in an amount equal to the excess of (i) over (ii), where (i) is equal to the amount of the defined benefit which would have been payable under the Qualified Defined Benefit Plan but for the Code Section 401(a)(17) Limitations and (ii) is equal to the amount of the benefit actually payable under the Qualified Defined Benefit Plan, which excess is hereinafter referred to as the "Defined Benefit Restoration Benefit." The Company shall pay a Defined Benefit Restoration Benefit to the Participant or to such other person or persons as may be eligible for a survivor's benefit under the applicable Qualified Defined Benefit Plan, at such times and in such manner as the benefit is payable pursuant to the terms of the Qualified Defined Benefit Plan; provided, however, that such a Defined Benefit Restoration Benefit shall only be paid to or in respect of a Participant who terminates Active Service after attaining age 55.

(b) Restoration of Amounts Under Qualified Defined Contribution Plans: A benefit, hereinafter referred to as the "Defined Contribution Restoration

Benefit," shall be provided to each Participant in Program A whose discretionary Employer profit-sharing contribution under a Qualified Defined Contribution Plan was reduced as a result of the Code Section 401(a)(17) Limitations. The Defined Contribution Plan Restoration Benefit shall be equal to the excess, if any, of (i) over (ii) where (i) is equal to the amount of the discretionary Employer profit-sharing contribution the Employer would have made to the Qualified Defined Contribution Plan for a Plan Year on behalf of the Participant, based on the Participant's compensation for that Plan Year without regard to the Code Section 401(a)(17) Limitations, and (ii) is equal to the amount of the discretionary Employer profit-sharing contribution that the Employer actually paid into the Qualified Defined Contribution Plan on behalf of the Participant for such Plan Year, after application of the Code Section 401(a)(17) Limitations.

The Defined Contribution Restoration Benefit shall be treated as if it is actually invested in the applicable Qualified Defined Contribution Plan and shall be credited with gains and losses at the same time and in the same manner as amounts which are actually invested under the Qualified Defined Contribution Plan; provided, however, that any dividend or interest amounts credited with respect to the Schlumberger Common Stock Fund which are deemed to be credited to a Participant's benefit under the Plan shall be characterized instead as if such dividend or interest amounts are invested in the General Fund. In addition, each

Participant who is deemed to have an amount invested in the Schlumberger Common Stock Fund with respect to Prior Plan benefits accrued as of March 31, 1991, shall be deemed to have been credited with the equivalent number of whole shares of common stock of Schlumberger Limited as could have been purchased on March 31, 1991 based on the amount of the Participant's Defined Contribution Restoration Benefit which was deemed to be invested in the Schlumberger Common Stock Fund on March 31, 1991 and the closing price of the common stock of Schlumberger Limited as listed on the New York Stock Exchange Composite Transactions Quotations on March 31, 1991. The number of shares of Schlumberger Limited common stock which are deemed to be held in such a Participant's account under the Plan shall be frozen effective as of April 1, 1991 and no additional shares shall be credited to such account. Any investment election made pursuant to the Qualified Defined Contribution Plan shall also apply to the Defined Contribution Restoration Benefit and shall be effective at the same time that such election is applicable to the Participant's Account under the Qualified Defined Contribution Plan. The Administrative Committee shall develop such procedures as it deems necessary for purposes of valuing the Defined Contribution Restoration Benefits and maintaining records thereof. The Defined Contribution Restoration Benefit shall be calculated for every Plan Year until the expiration of the Plan Year during which occurs the earliest of (1) the

Participant's termination of employment for any reason or (2) the termination of the Qualified Defined Contribution Plan under which the Participant is receiving benefits. The Defined Contribution Restoration Benefit shall become payable as provided in Section 5.2 hereof.

ARTICLE IV
PROGRAM B: RESTORATION OF
BENEFITS REDUCED BY CODE SECTION 415

4.1 Purpose: Code Section 415 limits the amount of benefits available under a defined benefit plan and the amount of contributions permissible under a defined contribution plan. The purpose of Program B is to restore to Participants any Qualified Plan benefits that have been reduced as a result of the Code Section 415 Limitations.

4.2 Eligibility: An employee is eligible to participate in Program B of this Plan if he (a) is a Participant in one of the Qualified Plans and (b) has experienced a reduction in the amount of benefits he would have received from the Qualified Plan in which he is a Participant as a result of the Code Section 415 Limitations.

4.3 Calculation of Restoration Benefit: The amount of restoration benefits payable to a Participant in Program B of this Plan with reference to each Qualified Defined Benefit Plan under which the Participant may claim benefits will be calculated in the manner described in Subsection (a). The amount of benefits payable to a Participant in Program B of this Plan with reference to each Qualified Defined Contribution Plan under which the Participant may claim benefits will be calculated in the manner described in Subsection (b).

(a) <u>Restoration of Amounts Under Qualified Defined Benefit Plans:</u> When a Participant retires under a Qualified Defined Benefit Plan after attaining age 55, the Company will calculate a benefit equal to the excess of (i) over (ii), where (i) is equal to the amount of the defined benefit that would have been payable under the Qualified Defined Benefit Plan without regard to the Code Section 415 Limitations and (ii) is equal to the amount of benefit actually payable under the Qualified Defined Benefit Plan, which excess is hereinafter referred to as the "Section 415 Defined Benefit Restoration Benefit." The Company shall pay a Section 415 Defined Benefit Restoration Benefit to the Participant or to such person or persons as may be eligible for a survivor's benefit under the applicable Qualified Defined Benefit Plan, at such times and such manner as the benefit is payable pursuant to the terms of the Qualified Defined Benefit Plan; provided, however, that such Section 415 Defined Benefit Restoration Benefit shall only be paid to or in respect of a Participant who terminates Active Service after attaining age 55.

(b) <u>Restoration of Amounts Under Qualified Defined Contribution Plans:</u> A benefit, hereinafter referred to as the "Section 415 Defined Contribution Restoration Benefit," will be payable to Participants in Program B whose Qualified Defined Contribution Plan benefits were reduced as a result of the Code Section 415 Limitations. The Section 415 Defined Contribution Restoration

Benefit shall be payable in an amount equal to the excess of (i) over (ii), where (i) is equal to the amount of the benefit which would have been payable under the Qualified Defined Contribution Plan without regard to the Code Section 415 Limitations and (ii) is equal to the amount of the benefit actually payable under the Qualified Defined Contribution Plan.

The Section 415 Defined Contribution Restoration Benefit shall be treated as if it is actually invested in the applicable Qualified Defined Contribution Plan and shall be credited with gains and losses at the same time and in the same manner as amounts which are actually invested under the Qualified Defined Contribution Plan; provided, however, that any dividend or interest amounts credited with respect to the Schlumberger Common Stock Fund which are deemed to be credited to a Participant's benefit under the Plan shall be characterized instead as if such dividend or interest amounts are invested in the General Fund. In addition, each Participant who is deemed to have an amount invested in the Schlumberger Common Stock Fund with respect to Prior Plan benefits accrued as of March 31, 1991, shall be deemed to have been credited with the equivalent number of whole shares of common stock of Schlumberger Limited as could have been purchased on March 31, 1991 based on the amount of the Participant's Section 415 Defined Contribution Restoration Benefit which was deemed to be invested in the Schlumberger Common Stock Fund on March 31, 1991 and the closing price of the common stock of Schlumberger Limited as listed on the New York Stock Exchange Composite Transactions Quotations on March 31, 1991. The number of shares of Schlumberger Limited common stock which are deemed to be held in such a Participant's account under the Plan shall be frozen effective as of April 1, 1991 and no additional shares shall be credited to such account. Any investment elections made pursuant to the Qualified Defined Contribution Plan shall also apply to the Section 415 Defined Contribution Restoration Benefit and shall be effective at the same time that such election is applicable to the Participant's Account under the Qualified Defined Contribution Plan. The Administrative Committee shall develop such procedures as it deems necessary for purposes of valuing the Section 415 Defined Contribution Restoration Benefits and maintaining records thereof. The Section 415 Defined Contribution Restoration Benefit shall be calculated for every Plan Year until the expiration of the Plan Year during which occurs the earliest of (1) the Participant's termination of employment for any reason or (2) the termination of the Qualified Defined Contribution Plan under which the Participant is receiving benefits. The Section 415 Defined Contribution Restoration Benefit shall become payable as provided in Section 5.2 hereof.

ARTICLE V
VESTING AND FORM OF PAYMENT

5.1 Vesting: A Participant shall become vested in the benefits payable under Sections 3.3 and 4.3 hereof at the same time that he becomes vested under the applicable Qualified Plan; provided, however, that in order to become vested in the Defined Benefit Restoration Benefit and the Section 415 Defined Benefit Restoration Benefit, the Participant must attain age 55 before he terminates Active Service. Notwithstanding the foregoing, a Participant (and his survivor or Beneficiary) shall have no right to a benefit under this Plan if the Administrative Committee determines that the Participant engaged in a dishonest act injurious to the finances or reputation of the Company or any of its Affiliates or that the Participant has violated the Patent and Confidential Information Agreement between the Participant and the Company or any of its Affiliates or any other confidential arrangement involving the Company or any of its Affiliates to which he is a party or by which he is bound.

5.2 Defined Contribution Plan Benefits: The Defined Contribution Restoration Benefit and the Section 415 Defined Contribution Restoration Benefit (the "Defined Contribution Benefits") shall be payable in the form of a lump sum. Such lump-sum payment shall be made as soon as practicable following the end of the Plan Year in which the Participant's termination of Active Service occurs. In the event of the death of the Participant prior to full payment of his Defined Contribution Benefits, any such unpaid benefits shall be paid in a lump sum to the person or persons who are designated as the Participant's Beneficiaries under the applicable Qualified Defined Contribution Plan (with the valid consent of the Participant's spouse where required under the Qualified Defined Contribution Plan). Any such Defined Contribution

Benefits which are paid as a result of the death of the Participant shall be paid in a lump sum as soon as practicable following the end of the Plan Year in which the Participant's death occurs.

Notwithstanding the above, a Participant or Beneficiary may request that the lump-sum payment be made as soon as practicable following the end of the Plan Quarter in which the Participant's termination of Active Service occurs (hereinafter referred to as an "Early Distribution"). Any such request for an Early Distribution under this Plan may only be made if the Participant or Beneficiary has first elected an Early Distribution under the Qualified Defined Contribution Plan and, thereby, has agreed to forfeit all discretionary Employer profit-sharing contributions and reallocated forfeitures under the Qualified Defined Contribution Plan for the Plan Year in which the Participant's termination of Active Service occurs. A request for an Early Distribution under this Plan must be submitted to the Administrative Committee prior to the end of the Plan Quarter in which the Participant terminates Active Service. An Early Distribution is subject to the unanimous approval of the Administrative Committee. When considering a request for an Early Distribution under this Plan, the Administrative Committee will review all relevant factors, including but not limited to, a review of (i) the impact of the proposed Early Distribution on the liquidity of the Company, (ii) the business conditions prevailing at the time of the proposed Early Distribution, and (iii) the Participant's compliance with the terms of the Patent and Confidential Information Agreement between the Participant and the Company or the applicable Affiliate. If the Administrative Committee does not approve the request for an Early Distribution, the lump-sum payment will be made after the end of the Plan Year in which the

Participant's termination of Active Service occurs. If the Administrative Committee approves the request of a Participant or Beneficiary for an Early Distribution, the Participant or Beneficiary will forfeit all Qualified Defined Contribution Plan benefits for the entire Plan Year in which the Participant's termination of Active Service occurs. In the case of the death of a Participant, if there is more than one designated Beneficiary, all Beneficiaries must request the Early Distribution and such request must be approved by the Administrative Committee, otherwise payment will be made after the end of the Plan Year in which the Participant's death occurs.

5.3 Defined Benefit Plan Benefits: The Defined Benefit Restoration Benefit and the Section 415 Defined Benefit Restoration Benefit (the "Defined Benefits") shall be paid in the same manner and shall commence on the same date that benefits commence under the applicable Qualified Defined Benefit Plan. In the event of the death of a Participant either (i) prior to commencement of his Defined Benefits or (ii) after commencement of such benefits, but prior to final satisfaction of all such amounts under this Plan, Defined Benefits shall be paid to an eligible survivor only if a death benefit is also payable to such survivor under the terms of the applicable Qualified Defined Benefit Plan (including payment under any optional form of payment elected by the Participant under such plan). If a Qualified Joint and Survivor Annuity is payable upon the Participant's death under the applicable Qualified Defined Benefit Plan, then any Defined Benefits payable under this Plan as a result of the Participant's death shall also be paid in the form of a Qualified Joint and Survivor Annuity. Notwithstanding the above, the Administrative

Committee, in its discretion, may determine that certain small monthly amounts of Defined Benefits shall be paid on a quarterly or annual basis, rather than on a monthly basis.

5.4 Non-Duplication of Benefits: The purpose of this Plan is to restore certain benefits which would otherwise be lost under the Qualified Plans. The benefits payable under this Plan shall be coordinated to ensure that benefit reductions attributable to the Code Section 401(a)(17) Limitations and the Code Section 415 Limitations are calculated to prevent duplication of benefits under this Plan. As pension payment amounts are adjusted annually under the Qualified Defined Benefit Plans to take into account cost of living adjustments prescribed by the Secretary of Treasury, the amount of the Section 415 Defined Benefit Restoration Benefit shall be adjusted annually to reflect such changes.

5.5 STC Plan Benefits: Notwithstanding any provisions of this Plan or the Prior Plan to the contrary, all STC Plan Benefits otherwise payable pursuant thereto shall not be so paid, but shall be payable instead pursuant to the STC Plan. To the extent that any STC Plan Benefits are paid pursuant to this Plan, such benefits shall be deemed for all purposes to have been paid pursuant to the terms of the STC Plan. Notwithstanding any provision herein to the contrary, this Plan shall be administered to prevent duplication of any benefits paid under the STC Plan.

ARTICLE VI

ADMINISTRATION

6.1 Administration: The Plan shall be administered, construed and interpreted by the Administrative Committee. The determinations by the Administrative Committee as to any disputed questions arising under the Plan, including questions concerning the Employees who are eligible to be Participants in the Plan and the amounts of their benefits under the Plan, and the construction and interpretation by the Administrative Committee of any provision of the Plan, shall be final, conclusive and binding upon all persons including Participants, their Beneficiaries and survivors, the Company, its stockholders and Employees, and the Employers. A member of the Administrative Committee who is also a Participant in the Plan must abstain from voting on any matter relating specifically to his own benefits under the Plan.

6.2 Expenses: The expenses of administering the Plan shall be borne by the Company.

6.3 Indemnification: The members of the Administrative Committee and its agents shall be indemnified and held harmless by the Company against and from any and all loss, cost, liability, or expense that may be imposed upon or reasonably incurred by them in connection with or resulting from any claim, action, suit, or proceeding to which they may be a party or in which they may be involved by reason of any action taken or failure to act under this Plan and against and from any and all amounts paid by them in settlement (with the Company's written approval) or paid by them in satisfaction of a judgement in any such action, suit, or proceeding. The foregoing provisions shall not be applicable to any person if the loss, cost, liability or expense is due to such person's gross negligence or willful misconduct.

6.4 Non-Alienation of Benefits: Except by mutual agreement between the Company and the Participant, any benefit payable under this Plan shall not be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance, or charge, whether voluntary, involuntary, by operation of law or otherwise, and any attempt at such shall be void, and any such benefit shall not in any way be subject to the debts, contract, liabilities, engagements, or torts of the person who shall be entitled to such benefit, nor shall it be subject to attachment or legal process for or against such person.

ARTICLE VII
MERGER, AMENDMENT AND TERMINATION

7.1 Merger, Consolidation or Acquisition: In the event of a merger, consolidation or acquisition where an Employer is not the surviving corporation, unless the successor or acquiring corporation shall elect to continue and carry on the Plan, this Plan shall terminate with respect to such Employer, and no additional benefits shall accrue for the Employees of such Employer. Unpaid vested benefits which have been accrued up to the date of the merger, consolidation or acquisition shall be paid as scheduled unless the successor or acquiring corporation elects to accelerate payment.

7.2 Amendment and Termination: The Board of Directors may amend, modify, or terminate the Plan in whole or in part at any time. In the event of a termination of the Plan pursuant to this Section, unpaid vested benefits shall continue to be an obligation of the Company or other applicable Employer and shall be paid as scheduled.

7.3 Participating Affiliates: Any Affiliate that meets the definition of a Participating Affiliate or an Employer under a Qualified Plan and that has any Employees whose benefits under such Qualified Plan are affected by the Code Section 401(a)(17) Limitations or the Code Section 415 Limitations shall be deemed to have adopted this Plan for the benefit of such eligible Employees. Such Affiliate shall be bound as an Employer by all the terms, provisions, conditions, and limitations of the Plan and shall compile and submit all information required by the Company with reference to its Employees who are eligible for participation in the Plan.

IN WITNESS WHEREOF, the Company has caused this instrument to be executed by its duly authorized officers in a number of copies, each of which shall be deemed an original but all of which shall constitute one and the same instrument, this _____ day of ____________________, 199__, but effective as of the first day of January, 1995.

SCHLUMBERGER LIMITED

By

ATTEST:

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Exhibit 21

Significant Subsidiaries

Listed below are the significant first tier subsidiaries of the Registrant, along with the total number of subsidiaries directly or indirectly owned by each as of December 23,1996. Certain second and third tier subsidiaries, though included in the numbers, are also shown by name. Ownership is 100% unless otherwise indicated. The business activities of the subsidiaries have been keyed as follows: (a) Oilfield Services, (b) Measurement & Systems, (c) Omnes, (d) Other.

	US	Non-US
SCHLUMBERGER B.V., Netherlands (d)		* 38 (a) ** 85 (b) *** 4 (c) 9 (d)
SERVICES PETROLIERS SCHLUMBERGER, S.A., France (a)		
SCHLUMBERGER INDUSTRIES, France (b)		
SCHLUMBERGER CANADA LIMITED, Canada (a) (b)		
SCHLUMBERGER PLC, U.K. (d)		
SCHLUMBERGER HOLDING GmbH, Germany (a) (b)		
AEG ZAHLER GmbH (b)		
PRAKLA SEISMOS GmbH, Germany (a)		
OMNES B.V., Netherlands (c)		
OMNES S.A., France (c)		
SCHLUMBERGER ANTILLES N.V., Netherlands Antilles (a)		8 (a)
SEDCO FOREX OFFSHORE INTERNATIONAL LIMITED Netherlands Antilles (a)		
SCHLUMBERGER OFFSHORE SERVICES LIMITED Netherlands Antilles (a)		
SCHLUMBERGER OILFIELD HOLDINGS LIMITED, B.V.I. (a)		**** 137 (a) 2 (d)
DOWELL SCHLUMBERGER CORPORATION, B.V.I. (a)		
SCHLUMBERGER HOLDINGS LIMITED, B.V.I. (a) (b) (d)		
SCHLUMBERGER OVERSEAS, S.A., Panama (a) (d)		
SCHLUMBERGER SURENCO, S.A. Panama (a)		
ANADRILL HOLDINGS LIMITED, B.V.I. (a)		
SCHLUMBERGER SEISMIC HOLDINGS LIMITED, B.V.I. (a)		
SEDCO FOREX HOLDINGS LIMITED, B.V.I. (a)		
SCHLUMBERGER TECHNOLOGY CORPORATION, Texas (a)	4 (a) ***** 9 (b) ****** 2 (c)) 3 (d)	
SCHLUMBERGER TECHNOLOGIES, INC., Delaware (b)		
SCHLUMBERGER MALCO, INC. (b)		
SCHLUMBERGER INDUSTRIES, INC., Delaware (b)		
SCHLUMBERGER COMMUNICATIONS, INC., Delaware (c)		
OMNES, Delaware (c)		
GECO A.S., Norway (a)		3 (a)

* Includes four less-than 100% owned subsidiaries which are not named.
** Includes four 50% owned subsidiaries and thirteen other less-than 100% owned subsidiaries which are not named.
*** Includes two 50% owned subsidiaries, one of which is named.
**** Includes two 50% owned subsidiaries and eleven other less-than 100% owned subsidiaries which are not named.
***** Includes one 50% owned subsidiary which is not named.
****** Includes one 50% owned subsidiary which is named.

Exhibit 23

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (Nos. 2-64089 as amended; 33-21355; 33-35606; 33-47592; 33-86424) of Schlumberger Limited of our report dated January 23, 1997 appearing on page 45 of this Form 10-K.

/s/ Price Waterhouse LLP

Price Waterhouse LLP
New York, New York
March 26, 1997

Exhibit 24 (a)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his signature as a member of the Board of Directors and/or an officer of Schlumberger Limited (the "Corporation"), a Netherlands Antilles corporation, hereby appoints David S. Browning, Arthur Lindenauer and Ellen S. Summer, and each of them, the attorney or attorneys of the undersigned, with full power of substitution and revocation, for and in the name, place and stead of the undersigned to execute and file with the Securities and Exchange Commission the Form 10-K Annual Report under the Securities Exchange Act of 1934 for the year ending 1996, and any amendment or amendments to any such Form 10-K Annual Report, and any agreements, consents or waivers relative thereto, and to take any and all such other action for and in the name and place and stead of the undersigned as may be necessary or desirable in connection with any such Form 10-K Annual Report.

/s/ D. Euan Baird	
D. Euan Baird Director Chairman, President and Chief Executive Officer	Didier Primat Director
Don E. Ackerman Director	Nicolas Seydoux Director
Denys Henderson Director	Linda G. Stuntz Director
Andre Levy-Lang Director	Sven Ullring Director
William T. McCormick, Jr. Director	Eiji Umene Director

Date: January 24, 1997

Exhibit 24 (b)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his signature as a member of the Board of Directors and/or an officer of Schlumberger Limited (the "Corporation"), a Netherlands Antilles corporation, hereby appoints David S. Browning, Arthur Lindenauer and Ellen S. Summer, and each of them, the attorney or attorneys of the undersigned, with full power of substitution and revocation, for and in the name, place and stead of the undersigned to execute and file with the Securities and Exchange Commission the Form 10-K Annual Report under the Securities Exchange Act of 1934 for the year ending 1996, and any amendment or amendments to any such Form 10-K Annual Report, and any agreements, consents or waivers relative thereto, and to take any and all such other action for and in the name and place and stead of the undersigned as may be necessary or desirable in connection with any such Form 10-K Annual Report.

D. Euan Baird Director Chairman, President and Chief Executive Officer	Didier Primat Director
/s/ Don E. Ackerman Don E. Ackerman Director	Nicolas Seydoux Director
Denys Henderson Director	Linda G. Stuntz Director
Andre Levy-Lang Director	Sven Ullring Director
William T. McCormick, Jr. Director	Eiji Umene Director

Date: January 24, 1997

Exhibit 24 (c)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his signature as a member of the Board of Directors and/or an officer of Schlumberger Limited (the "Corporation"), a Netherlands Antilles corporation, hereby appoints David S. Browning, Arthur Lindenauer and Ellen S. Summer, and each of them, the attorney or attorneys of the undersigned, with full power of substitution and revocation, for and in the name, place and stead of the undersigned to execute and file with the Securities and Exchange Commission the Form 10-K Annual Report under the Securities Exchange Act of 1934 for the year ending 1996, and any amendment or amendments to any such Form 10-K Annual Report, and any agreements, consents or waivers relative thereto, and to take any and all such other action for and in the name and place and stead of the undersigned as may be necessary or desirable in connection with any such Form 10-K Annual Report.

D. Euan Baird Director Chairman, President and Chief Executive Officer	Didier Primat Director
Don E. Ackerman Director	Nicolas Seydoux Director
/s/ Denys Henderson Denys Henderson Director	Linda G. Stuntz Director
Andre Levy-Lang Director	Sven Ullring Director
William T. McCormick, Jr. Director	Eiji Umene Director

Date: January 24, 1997

Exhibit 24 (d)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his signature as a member of the Board of Directors and/or an officer of Schlumberger Limited (the "Corporation"), a Netherlands Antilles corporation, hereby appoints David S. Browning, Arthur Lindenauer and Ellen S. Summer, and each of them, the attorney or attorneys of the undersigned, with full power of substitution and revocation, for and in the name, place and stead of the undersigned to execute and file with the Securities and Exchange Commission the Form 10-K Annual Report under the Securities Exchange Act of 1934 for the year ending 1996, and any amendment or amendments to any such Form 10-K Annual Report, and any agreements, consents or waivers relative thereto, and to take any and all such other action for and in the name and place and stead of the undersigned as may be necessary or desirable in connection with any such Form 10-K Annual Report.

D. Euan Baird Director Chairman, President and Chief Executive Officer	Didier Primat Director
Don E. Ackerman Director	Nicolas Seydoux Director
Denys Henderson Director	Linda G. Stuntz Director
/s/ Andre Levy-Lang Andre Levy-Lang Director	Sven Ullring Director
William T. McCormick, Jr. Director	Eiji Umene Director

Date: January 24, 1997

Exhibit 24 (e)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his signature as a member of the Board of Directors and/or an officer of Schlumberger Limited (the "Corporation"), a Netherlands Antilles corporation, hereby appoints David S. Browning, Arthur Lindenauer and Ellen S. Summer, and each of them, the attorney or attorneys of the undersigned, with full power of substitution and revocation, for and in the name, place and stead of the undersigned to execute and file with the Securities and Exchange Commission the Form 10-K Annual Report under the Securities Exchange Act of 1934 for the year ending 1996, and any amendment or amendments to any such Form 10-K Annual Report, and any agreements, consents or waivers relative thereto, and to take any and all such other action for and in the name and place and stead of the undersigned as may be necessary or desirable in connection with any such Form 10-K Annual Report.

______________________	______________________
D. Euan Baird Director Chairman, President and Chief Executive Officer	Didier Primat Director
______________________	______________________
Don E. Ackerman Director	Nicolas Seydoux Director
______________________	______________________
Denys Henderson Director	Linda G. Stuntz Director
______________________	______________________
Andre Levy-Lang Director	Sven Ullring Director
/s/ William T. McCormick, Jr	
William T. McCormick, Jr. Director	Eiji Umene Director

Date: January 24, 1997

Exhibit 24 (f)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his signature as a member of the Board of Directors and/or an officer of Schlumberger Limited (the "Corporation"), a Netherlands Antilles corporation, hereby appoints David S. Browning, Arthur Lindenauer and Ellen S. Summer, and each of them, the attorney or attorneys of the undersigned, with full power of substitution and revocation, for and in the name, place and stead of the undersigned to execute and file with the Securities and Exchange Commission the Form 10-K Annual Report under the Securities Exchange Act of 1934 for the year ending 1996, and any amendment or amendments to any such Form 10-K Annual Report, and any agreements, consents or waivers relative thereto, and to take any and all such other action for and in the name and place and stead of the undersigned as may be necessary or desirable in connection with any such Form 10-K Annual Report.

	/s/ Didier Primat
D. Euan Baird Director Chairman, President and Chief Executive Officer	Didier Primat Director
Don E. Ackerman Director	Nicolas Seydoux Director
Denys Henderson Director	Linda G. Stuntz Director
Andre Levy-Lang Director	Sven Ullring Director
William T. McCormick, Jr. Director	Eiji Umene Director

Date: January 24, 1997

Exhibit 24 (g)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his signature as a member of the Board of Directors and/or an officer of Schlumberger Limited (the "Corporation"), a Netherlands Antilles corporation, hereby appoints David S. Browning, Arthur Lindenauer and Ellen S. Summer, and each of them, the attorney or attorneys of the undersigned, with full power of substitution and revocation, for and in the name, place and stead of the undersigned to execute and file with the Securities and Exchange Commission the Form 10-K Annual Report under the Securities Exchange Act of 1934 for the year ending 1996, and any amendment or amendments to any such Form 10-K Annual Report, and any agreements, consents or waivers relative thereto, and to take any and all such other action for and in the name and place and stead of the undersigned as may be necessary or desirable in connection with any such Form 10-K Annual Report.

____________________ D. Euan Baird Director Chairman, President and Chief Executive Officer	____________________ Didier Primat Director
____________________ Don E. Ackerman Director	/s/ Nicolas Seydoux ____________________ Nicolas Seydoux Director
____________________ Denys Henderson Director	____________________ Linda G. Stuntz Director
____________________ Andre Levy-Lang Director	____________________ Sven Ullring Director
____________________ William T. McCormick, Jr. Director	____________________ Eiji Umene Director

Date: January 24, 1997

Exhibit 24 (h)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his signature as a member of the Board of Directors and/or an officer of Schlumberger Limited (the "Corporation"), a Netherlands Antilles corporation, hereby appoints David S. Browning, Arthur Lindenauer and Ellen S. Summer, and each of them, the attorney or attorneys of the undersigned, with full power of substitution and revocation, for and in the name, place and stead of the undersigned to execute and file with the Securities and Exchange Commission the Form 10-K Annual Report under the Securities Exchange Act of 1934 for the year ending 1996, and any amendment or amendments to any such Form 10-K Annual Report, and any agreements, consents or waivers relative thereto, and to take any and all such other action for and in the name and place and stead of the undersigned as may be necessary or desirable in connection with any such Form 10-K Annual Report.

____________________________	____________________________
D. Euan Baird Director Chairman, President and Chief Executive Officer	Didier Primat Director
____________________________	____________________________
Don E. Ackerman Director	Nicolas Seydoux Director
	/s/ Linda G. Stuntz
Denys Henderson Director	Linda G. Stuntz Director
____________________________	____________________________
Andre Levy-Lang Director	Sven Ullring Director
____________________________	____________________________
William T. McCormick, Jr. Director	Eiji Umene Director

Date: January 24, 1997

Exhibit 24 (i)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his signature as a member of the Board of Directors and/or an officer of Schlumberger Limited (the "Corporation"), a Netherlands Antilles corporation, hereby appoints David S. Browning, Arthur Lindenauer and Ellen S. Summer, and each of them, the attorney or attorneys of the undersigned, with full power of substitution and revocation, for and in the name, place and stead of the undersigned to execute and file with the Securities and Exchange Commission the Form 10-K Annual Report under the Securities Exchange Act of 1934 for the year ending 1996, and any amendment or amendments to any such Form 10-K Annual Report, and any agreements, consents or waivers relative thereto, and to take any and all such other action for and in the name and place and stead of the undersigned as may be necessary or desirable in connection with any such Form 10-K Annual Report.

D. Euan Baird Director Chairman, President and Chief Executive Officer	Didier Primat Director
Don E. Ackerman Director	Nicolas Seydoux Director
Denys Henderson Director	Linda G. Stuntz Director
Andre Levy-Lang Director	/s/ Sven Ullring Sven Ullring Director
William T. McCormick, Jr. Director	Eiji Umene Director

Date: January 24, 1997

Exhibit 24 (j)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his signature as a member of the Board of Directors and/or an officer of Schlumberger Limited (the "Corporation"), a Netherlands Antilles corporation, hereby appoints David S. Browning, Arthur Lindenauer and Ellen S. Summer, and each of them, the attorney or attorneys of the undersigned, with full power of substitution and revocation, for and in the name, place and stead of the undersigned to execute and file with the Securities and Exchange Commission the Form 10-K Annual Report under the Securities Exchange Act of 1934 for the year ending 1996, and any amendment or amendments to any such Form 10-K Annual Report, and any agreements, consents or waivers relative thereto, and to take any and all such other action for and in the name and place and stead of the undersigned as may be necessary or desirable in connection with any such Form 10-K Annual Report.

____________________	____________________
D. Euan Baird Director Chairman, President and Chief Executive Officer	Didier Primat Director
____________________	____________________
Don E. Ackerman Director	Nicolas Seydoux Director
____________________	____________________
Denys Henderson Director	Linda G. Stuntz Director
____________________	____________________
Andre Levy-Lang Director	Sven Ullring Director
____________________	/s/ Eiji Umene
William T. McCormick, Jr. Director	Eiji Umene Director

Date: January 24, 1997

For the purposes of complying with the amendments to the rules governing Form S-8 (effective July 13, 1990) under the Securities Act of 1933, the undersigned registrant hereby undertakes as follows, which undertaking shall be incorporated by reference into Registrant's Registration Statements on Form S-8 Nos. 2-64089, as amended; 33-21355; 33-35606; 33-47592 and 33-86424.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.