

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

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

NETHERLANDS ANTILLES (State or other jurisdiction of incorporation or organization)	52-0684746 (I.R.S. Employer Identification No.)
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277 PARK AVENUE NEW YORK, NEW YORK	10172-266
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42, RUE SAINT-DOMINIQUE PARIS, FRANCE	75007
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PARKSTRAAT 83, THE HAGUE THE NETHERLANDS	2514 JG (Zip Codes)
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(Addresses of Principal Executive Offices)

SCHLUMBERGER DISCOUNTED STOCK PURCHASE PLAN
 (Full title of the plan)

JAMES L. GUNDERSON, ESQ.
 GENERAL COUNSEL AND SECRETARY
 SCHLUMBERGER LIMITED
 277 PARK AVENUE
 NEW YORK, NEW YORK 10172-2066
 (Name and Address of agent for service)

(212) 350-9400
 (Telephone number, including area code,
 of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee
Common Stock, par value \$.01 per share.....	12,000,000(2)(3)	\$75.25	\$903,000,000	\$238,392

- (1) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee and based upon the average of the high and low sales price of the shares of Common Stock of Schlumberger Limited quoted on the New York Stock Exchange on May 1, 2000.
- (2) Plus such additional number of shares as may be issuable by reason of the antidilution provisions of the plan.
- (3) These shares represent additional shares that were added to the plan pursuant to an amendment to the plan that was adopted by the shareholders on April 18, 1998.

EXPLANATORY NOTE

This registration statement is being filed by Schlumberger Limited pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended. This registration statement registers 12,000,000 additional shares of common stock, par value \$.01 per share, of Schlumberger that may be issued from time to time pursuant to the Schlumberger Discounted Stock Purchase Plan. Schlumberger previously registered an aggregate of (1) 3,000,000 shares of common stock to be issued from time to time pursuant to the plan in the form of a Registration Statement on Form S-8 (Registration No. 33-21355) filed with the Securities and Exchange Commission on April 19, 1988 and (2) 5,000,000 shares of common stock to be issued from time to time pursuant to the plan in the form of a Registration Statement on Form S-8 (Registration No. 33-47592) filed with the Securities and Exchange Commission on May 15, 1992. Those registration statements are incorporated herein by this reference. Filed as exhibits hereto are the following:

Exhibit No.	Description
*4.1	-- Articles of Incorporation of Schlumberger N.V. as last amended on April 28, 1997 (incorporated by reference to Exhibit 3(i) to the Form 10-Q for the quarter ended March 31, 1997, File No. 1-4601).
*4.2	-- By-laws of Schlumberger N.V. as last amended on October 20, 1993 (incorporated by reference to Exhibit 3 to the Form 10-K for the year ended December 31, 1993, File No. 1-4601).
*4.3	-- Schlumberger Discounted Stock Purchase Plan as amended and restated on January 21, 1998 (incorporated by reference to Appendix A to the Schedule 14A Proxy Statement for the year ended December 31, 1997, File No. 1-4601).
5	-- Opinion of Ellen S. Summer, Esq. (filed herewith).
23.1	-- Consent of PricewaterhouseCoopers LLP, independent accountants (filed herewith).
23.2	-- Consent of Ellen S. Summer, Esq. (included in Exhibit 5).
24	-- Powers of Attorney (filed herewith).

* Incorporated by reference as indicated.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on May 5, 2000.

SCHLUMBERGER N.V.
(Schlumberger Limited)

By: /s/ Jack Liu

Jack Liu
Executive Vice President--Finance;
Chief Financial Officer and
Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons on May 5, 2000 in the capacities indicated.

*

D. Euan Baird
Director, Chairman, President
and Chief Executive Officer

*

William T. McCormick, Jr.
Director

*

Victor E. Grijalva
Director, Vice Chairman

*

Didier Primat
Director

/s/ Jack Liu

*

Jack Liu
Executive Vice President--Finance;
Chief Financial Officer and
Chief Accounting Officer

*

Nicolas Seydoux

*

Don E. Ackerman
Director

*

Linda G. Stuntz
Director

*

John Deutch
Director

*

Sven Ullring
Director

*

Denys Henderson
Director

*

Yoshihiko Wakumoto
Director

Andre Levy-Lang
Director

*By: /s/ Ellen S. Summer

Ellen S. Summer
Attorney-in-Fact

EXHIBIT INDEX

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* Incorporated by reference as indicated.

May 5, 2000

Schlumberger Limited
277 Park Avenue
New York, New York 10172-2065

Ladies and Gentlemen:

In connection with the Registration Statement on Form S-8 (the "Registration Statement") being filed by Schlumberger Limited, a corporation organized under the laws of the Netherlands Antilles ("Schlumberger"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to 12,000,000 shares of common stock, par value \$.01 per share, of Schlumberger (the "Shares") that may be issued pursuant to the Schlumberger Discounted Stock Purchase Plan (the "Plan"), certain legal matters in connection with the Shares are being passed on for you by me. At your request, this opinion is being furnished for filing as Exhibit 5 to the Registration Statement.

I am a member of the New York bar, and I am not admitted to practice in, nor do I hold myself out as an expert on the laws of, the Netherlands Antilles. I have, however, consulted with the law firm of Smeets Thesseling Van Bokhorst, counsel qualified to practice in the Netherlands Antilles. Insofar as the opinions expressed below involve conclusions as to matters governed by the laws of the Netherlands Antilles, I am relying on the opinion of such counsel.

In my capacity as Deputy General Counsel of Schlumberger, I am familiar with the Articles of Incorporation and Bylaws of Schlumberger, each as amended to date, have familiarized myself with the matters discussed herein and have examined all statutes and other records, instruments and documents pertaining to Schlumberger and the matters discussed herein that I deem necessary to examine for the purpose of this opinion.

Based upon any examination as aforesaid, I am of the opinion that on the issuance of the Shares pursuant to the provisions of the Plan for consideration at least equal to the par value thereof, the Shares will be duly authorized by all necessary corporate action on the part of Schlumberger, validly issued, fully paid and nonassessable.

I consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, I do not thereby concede that I am within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Ellen S. Summer

Ellen S. Summer

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated January 26, 2000 relating to the financial statements of Schlumberger Limited, which appears on page 52 of Schlumberger Limited's Annual Report on Form 10-K for the year ended December 31, 1999.

PricewaterhouseCoopers LLP
New York, New York
May 5, 2000

POWER OF ATTORNEY

The undersigned as a member of the Board of Directors of Schlumberger Limited (the "Corporation"), a Netherlands Antilles corporation, hereby appoints James L. Gunderson, Jack Liu, and Ellen S. Summer, and each of them severally, the attorney or attorneys-in-fact and agent or agents of the undersigned, with power to act without the others with full power of substitution, resubstitution and revocation, for and in the name, place and stead of the undersigned in any and all capacities as a director and officer of the Corporation to execute and file from time to time with the Securities and Exchange Commission:

- (1) Registration Statements under the Securities Act of 1933 relating to the offering of shares of capital stock of the Corporation to the public, and/or to the employees of the Corporation and/or its subsidiaries under any stock option or other employee benefit plan, and any amendment or amendments, post-effective or otherwise, to any such Registration Statement, or any post-effective amendment with respect thereto, and to take any and all such action for and in the name, place and stead of the undersigned in any and all capacities as a director and officer of the Corporation as may be necessary or desirable in connection with any such Registration Statement or any amendments thereto and any such offering of capital stock or other securities of the Corporation, including the making of any representation as may be required.
- (2) Form 10-K Annual Reports under the Securities Exchange Act of 1934, 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, place and stead of the undersigned in any and all capacities as a director and officer of the Corporation as may be necessary or desirable in connection with any such Form 10-K Annual Report.

/s/ Don E. Akerman

Don E. Ackerman

/s/ John Deutch

John Deutch

/s/ Denys Henderson

Denys Henderson

/s/ William T. McCormick, Jr.

William T. McCormick, Jr.

/s/ Nicolas Seydoux

Nicolas Seydoux

/s/ Sven Ullring

Sven Ullring

/s/ D. Euan Baird

D. Euan Baird

/s/ Victor E. Grijalva

Victor E. Grijalva

/s/ Andre Levy-Lang

Andre Levy-Lang

/s/ Didier Primat

Didier Primat

/s/ Linda Gillespie Stuntz

Linda Gillespie Stuntz

/s/ Yoshihiko Wakumoto

Yoshihiko Wakumoto

Date: May 5, 2000