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
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SECURITIES EXCHANGE ACT OF 1934

For fiscal year ended December 31, 1997

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
Parkstraat 83, The Hague, The Netherlands	2514 JG
(Addresses of principal executive offices)	(Zip Codes)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, Par Value $0.01	New York Stock Exchange Paris Stock Exchange The London Stock Exchange Amsterdam Stock Exchange Swiss Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES X NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

[X]

As of February 23, 1998, the aggregate market value of the voting stock held by non-affiliates, calculated on the basis of the closing price on the NYSE Composite Tape, was $35,907,858,318.

As of February 23, 1998, Number of Shares of Common Stock Outstanding: 498,287,713.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the following documents have been incorporated herein by reference into the Parts indicated:

Definitive Proxy Statement for the Annual General Meeting of Stockholders to be held April 8, 1998 ("Proxy Statement"), Part III.

PART I

Item 1 Business

All references herein to "Registrant" and "Company" refer to Schlumberger Limited and its consolidated subsidiaries. Registrant's business comprises 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 provides virtually every type of exploration and production service required during the life of an oil and gas reservoir: seismic data acquisition, processing and interpretation; drilling rigs; directional drilling and real-time drilling analysis; cementing and stimulation of wells; wireline logging; well evaluation, testing and production; integrated data services and software, and project management. Services comprise 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, and engineering and pumping services for cementing, drilling fluids, fracturing, acidizing, sand control, water control and coiled tubing applications; 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; contract drilling services, offshore and on land, with dynamically positioned drillships semisubmersibles, jackup rigs, drilling tenders, swamp barges and land rigs; real-time drilling services: directional drilling, measurements-while-drilling and logging-while-drilling; exploration and production solutions for optimizing the value of oil and gas reservoirs: integrated software systems, data management solutions and processing and interpretive services, and 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.

As of February 1, 1998, the business is organized in two groups, Solutions and Products. The Solutions Group is organized along geographic lines to develop, sell and implement all oilfield services as well as customized and integrated solutions to meet specific client needs. The Products Group is responsible for product development across the organization as well as training and technical support for each type of service in the field to ensure the highest standards of service to clients.

Registrant's Oilfield Services are marketed by its own personnel. The customer base, business risks, and opportunities for growth are essentially uniform across all services. 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
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Measurement & Systems consists of Test & Transactions and Resource Management Services (RMS). Test & Transactions supplies technology, products, services and systems to the semiconductor, banking, telecommunication, retail petroleum, transportation and health care industries. Test & Transactions designs and implements broad-based, customized solutions to help clients improve time to market, optimize their business opportunities and improve their productivity. It designs and manufactures smart and magnetic stripe 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. It also designs and manufactures back-end manufacturing equipment for testing semiconductor devices, including diagnostic systems, automated handling systems and test equipment. It provides metrology solutions for the front-end semiconductor fabrication equipment market and equipment for testing complete electronic assemblies for the telecommunications and automotive industries.

Resource Management Services is a global solutions provider to electricity, gas and water resource industry clients worldwide, helping them to manage resources and enhance transactions. The RMS group delivers innovative solutions by providing measurement products, systems and services for creating and sharing value with all clients. It designs 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); 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); 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; 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.

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 and cross-product sales forces in key geographic areas. Such teams operate in Asia, Russia, South America and Central America. Product demand and pricing 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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Omnes provides information technology and communications services to oil and gas companies and to companies with operations in remote regions. It offers solutions for wide- and local-area networks, including satellite-based networks, network security, Internet, intranet and messaging.

Year 2000 Issue
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For information describing the Company's estimate of the effects of the Year 2000 Issue on its businesses, refer to Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 21 of this 10-K Report.

Acquisitions
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Information on acquisitions made by the Registrant or its subsidiaries appears in the two paragraphs under the heading "Acquisitions" on page 30 of this 10-K Report.

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

Seasonality
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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 Backlog of Orders
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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 $955 million at December 31, 1997, and a backlog of $764 million at December 31, 1996, on a comparable basis. There is no assurance that any of the current backlog will actually result in sales. About 54% of Omnes' revenue comes from data communications and networking services provided to a number of Schlumberger companies. Omnes has no backlog since this segment is primarily service, rather than product, related.

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

Employees
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As of December 31, 1997, Registrant had approximately 63,500 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, 1997, 1996 and 1995 is given on pages 35 through 38 of this 10-K report, within the NOTES TO CONSOLIDATED FINANCIAL STATEMENTS.

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; Fuchinobe, Japan; Horten and Bergen, Norway; and Austin, Houston, La Marque, Rosharon and Sugar Land, Texas, USA. Many of the Registrant's activities in this segment are performed at the clients' wellsites.

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 Chongquing, Hong Kong and Shenyang, China; Abbeville, Bagnolet, Besancon, Chambray-les-Tours, Chasseneuil, Colombes, Hagenau, Macon, Massy, Montrouge, Orleans, Poitiers, Pont Audemer, Reims, and Saint-Etienne and Tours, France; Berlin, Dreieich, Ettlingen, Hameln, Karlsruhe, Munich, Oldenburg, and Schwelm, Germany; Bladel and Dordrecht, Holland; Budapest and Godollo, Hungary; New Delhi, India; 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; Concord, Massachusetts; 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 "Research & Development", on page 3 for a description of research facilities.

Item 3 Legal Proceedings

The information with respect to Item 3 is set forth under the heading "Outcome of Litigation" (page 20 of this 10-K report) within the Management's Discussion and Analysis of Financial Condition and Results of Operations as part of Item 7 and under the heading "Contingencies" (page 34 of this 10-K Report) within the NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as part of Item 8, Financial Statements and Supplementary Data.

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, 1998, and their five-year business histories are as follows:

Name	Age	Present Position and Five-Year Business Experience
D. Euan Baird	60	Chairman, President and Chief Executive Officer since prior to 1992.
Arthur Lindenauer	60	Executive Vice President and Chief Financial Officer since prior to 1992; Chief Accounting Officer since April 1992.
Victor E. Grijalva	59	Executive Vice President - Oilfield Services since 1994; Executive Vice President for Wireline, Testing & Anadrill 1992, 1993.
Clermont A. Matton	56	Executive Vice President - Resource Management Services since June 1997; Executive Vice President - Measurement & Systems 1993 to June 1997; Executive Vice President - Technologies 1992 and prior.
Irwin Pfister	52	Executive Vice President - Test & Transactions since June 1997; President Automated Test Equipment 1995-1997 Vice President and General Manager - Automated Test Equipment 1993-1995 and prior.
Ian Strecker	58	Executive Vice President - Information Technology and Quality, Health, Safety & Environment since January 1, 1996; Executive Vice President - Information Technology and Communication 1993 and prior.

Name	Age	Present Position and Five-Year Business Experience
Chad Deaton	45	Executive Vice President - OFS Solutions since February 1, 1998; President - Dowell August 1995 to February 1, 1998; Director of Personnel - Wireline & Testing November 1994 to August 1995; Vice President - Drilling Fluids (Dowell) November 1994 and prior.
Andrew Gould	51	Executive Vice President - OFS Products since February 1, 1998; President - Wireline & Testing October 1993 to February 1, 1998; President - Sedco Forex September 1993 and prior.
Jean-Paul Bize	55	Vice President - Business Development since June 1997; President, Electronic Transactions November 1994 to June 1997; General Manager - Electricity Management November 1994 and prior.
David S. Browning	58	Secretary and General Counsel since prior to 1992.
Pierre E. Bismuth	53	Vice President - Personnel since 1994; Personnel Director - Oilfield Services October 1993 to January 1994; Personnel Director - Wireline, Testing & Anadrill 1993 and prior.
Jean-Marc Perraud	50	Vice President - Director of Taxes since May 1993; Controller Dowell Schlumberger January to May 1993; Controller Schlumberger Industries 1992 and prior.
J-D. Percevault	52	Vice President since January 1996; Vice President European Affairs May 1994 to January 1996; President Geco-Prakla May 1994 and prior.
Pierre-Jean Sivignon	42	Treasurer since January 1996; Manager Business Development, September 1994 to January 1996; Manager of Smart Card Systems - Banking & Industry, September 1994 and prior.

PART II

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

As of December 31, 1997, there were 498,036,020 shares of the Common Stock of the Registrant outstanding, exclusive of 121,099,589 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 Amsterdam, London, Paris, and Swiss stock exchanges. In 1997, the Registrant delisted its shares from the Brussels, Frankfurt, and Tokyo stock exchanges.

Common Stock, Market Prices and Dividends Declared per Share

The information with respect to this portion of Item 5 is set forth under the heading "Common Stock, Market Prices and Dividends Declared per Share" beginning on page 19 and continued to "Environmental Matters" on page 20 of this 10-K Report.

Item 6 Selected Financial Data

FIVE-YEAR SUMMARY

(Stated in millions except per share amounts)

Year Ended December 31,	1997	1996	1995	1994	1993
SUMMARY OF OPERATIONS					
Operating revenue:					
Oilfield Services	$ 7,663	$ 6,129	$ 4,868	$ 4,365	$4,338
Measurement & Systems	2,986	2,834	2,759	2,339	2,370
Total operating revenue	$10,648	$ 8,956	$ 7,622	$ 6,697	$6,705
% increase over prior year	19 %	18%	14%	-%	6%
Operating income:					
Oilfield Services	$ 1,557	$ 986	$ 627	$ 495	$ 468
Measurement & Systems	149	124	151	121	184
Eliminations	(58)	(52)	(17)	(23)	(23)
	$ 1,648	$ 1,058	$ 761	$ 593	$ 629
% increase (decrease) over prior year	56%	39%	28%	(6%)	(10%)
Interest expense	87	72	82	63	69
Taxes on income (1)	373	(176)	121	81	81
Income, before cumulative effect of a change in accounting principle	$ 1,296	$ 851	$ 649	$ 536	$ 583
% increase (decrease) over prior year	52%	31%	21%	(8%)	(12%)
Postretirement benefits	-	-	-	-	(248)
Net income	$ 1,296	$ 851	$ 649	$ 536	$ 335
Basic earnings per share: (2)					
Before cumulative effect of a change in accounting principle	$ 2.62	$ 1.74	$ 1.33	$ 1.10	$ 1.20
Postretirement benefits	-	-	-	-	(0.51)
Basic earnings per share	$ 2.62	$ 1.74	$ 1.33	$ 1.10	$ 0.69
Diluted earnings per share: (2)					
Before cumulative effect of a change in accounting principle	$ 2.52	$ 1.70	$ 1.32	$ 1.10	$ 1.18
Postretirement benefits	-	-	-	-	(0.51)
Diluted earnings per share	$ 2.52	$ 1.70	$ 1.32	$ 1.10	$ 0.67
Cash dividends declared (2)	$ 0.75	$ 0.75	$0.7125	$ 0.60	$ 0.60

(Stated in millions except per share amounts)

Year Ended December 31,	1997	1996	1995	1994	1993
SUMMARY OF FINANCIAL DATA					
Income as % of operating revenue	12%	10%	9%	8%	9%
Return on average stockholders' equity	21%	16%	14%	12%	14%
Fixed asset additions	$ 1,496	$ 1,158	$ 939	$ 783	$ 691
Depreciation expense	$ 905	$ 819	$ 760	$ 722	$ 739
Avg. number of shares outstanding: (2)					
Basic	495	490	485	487	485
Assuming dilution	514	500	488	489	489
AT DECEMBER 31,					
Liquidity	$ 580	$ 232	$ 188	$ 404	$ 696
Working capital	$ 2,441	$ 1,568	$ 1,259	$ 1,037	$ 908
Total assets	$12,097	$10,325	$ 8,910	$ 8,322	$7,917
Long-term debt	$ 1,069	$ 637	$ 613	$ 394	$ 447
Stockholders' equity	$ 6,695	$ 5,626	$ 4,964	$ 4,583	$4,406
Number of employees	63,500	57,000	51,000	48,000	48,000

(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.

(2) Restated for the 2-for-1 stock split on June 2, 1997.

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		
	1997	1996	%Change	1997	1996	%Change
Operating revenue	$7,663	$6,129	25%	$2,986	$2,834	5%
Operating income 1	$1,557	$ 986	58%	$ 149	$ 124	20%

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

1997 RESULTS

Oilfield Services achieved impressive growth in 1997. Worldwide oil demand increased by a strong 2.7%, fueled mainly by China, up 11%, Asia excluding China, up 6%, Latin America, up 5%, and by a recovering Russia, up 5%. Oil companies worldwide increased their exploration and production expenditures by 18% over 1996 levels to meet the increase in demand. Oilfield Services operating income grew 58% over last year, reaching $1.56 billion, with strong contributions from all activities. Operating revenue increased 25%, to $7.66 billion.

North America

In North America, revenue increased 33%, and operating income jumped 115%. The rig count climbed 26%. The highest revenue growth came from Dowell and Geco-Prakla, up 27% and 55%, respectively. Dowell growth was due mainly to cementing, fracturing and sand control services. In the Gulf of Mexico, there was strong demand for DeepSea EXPRES* deepwater cementing systems and high client acceptance of the revolutionary, nondamaging ClearFRAC* fracturing fluid. Geco-Prakla marine seismic activity soared in the Gulf of Mexico, driven by high non-exclusive proprietary survey activity for the ongoing Deepwater 2000 operations. Transition Zone activity concentrated on the South Louisiana coast as part of the Transition 2000 campaign. GeoQuest grew 63%, due to 200% growth in Data Management and Information Technology services and to the introduction of the next-generation GeoFrame* 3.0 integrated reservoir characterization system.

Outside North America

Revenue increased 22% outside North America, while rig count increased 2%. Operating income was up 45%. Sedco Forex and Wireline & Testing were the largest contributors to revenue growth, up 42% and 13%, respectively. Sedco Forex benefited from higher dayrates in the North Sea, Asia and West Africa and increased activity in South America, Asia and Africa. Land rig activity increased, including two new rigs in Mexico and two in Algeria. In Asia, fleet expansion and higher swamp barge activity contributed to increased revenue. The growth of Wireline & Testing, led by the Far and Middle East, increased significantly faster than the rig count, due to stronger pricing, increased service efficiencies and market share gains. Higher prices stemmed from the swift deployment of high-technology tools and systems, including PLATFORM EXPRESS*, CMR* and PL Flagship* services. Anadrill grew an impressive 35%, led by Central Europe and the Far East. Growth at Anadrill came from increases in market share and pricing, and from overall market growth. Logging-while-drilling (LWD) services continued to surge, with the introduction of the new VISION475* MWD (measurements-while-drilling)/LWD system for small-diameter wells.

Highlights

The rapid pace of Oilfield Services growth resulted largely from delivering customized solutions to oil companies striving to increase hydrocarbon production. This allows our clients to meet increasing demand while reducing exploration and production costs to maintain a competitive price per barrel.

Oilfield Services revenue grew 25%, faster than the 18% increase in exploration and production spending by oil companies. The additional growth came from increased drilling activity and from greater communication and cooperation with our clients, leading to increased outsourcing of their noncore activities. Growth was also realized from the application of key technologies and our ability to help clients increase the recovery of hydrocarbons, as with IRO* Integrated Reservoir Optimization service, which was introduced in the fourth quarter.

Drilling Activity Increases

Throughout 1997, drilling activity and pricing continued to increase. The Sedco Forex average offshore rig utilization of 94% was in line with the previous year. Jackup utilization remained at 100%, and semisubmersible utilization was 97%. The Sedco Forex average onshore rig utilization for the year increased from 57% to 90%. At year end, the Sedco Forex fleet consisted of 84 units: 52 offshore and 32 onshore, up from 83 units at the end of 1996. The fleet includes 13 offshore units under bareboat charter or management contract. Sedco Forex has eight deepwater drilling units capable of drilling in water depths of more than 3000 feet [approximately 1 km].

In July 1997, Oilfield Services received a ten-year integrated management contract in Venezuela to build and operate, on Lake Maracaibo, three new multipurpose service vessel (MPSV) drilling barges and three new MPSV lift boats. The MPSV concept uses small, purpose-built vessels, each equipped with an integrated package of Schlumberger services for well intervention, such as wireline logging, CTD* coiled tubing drilling and tubing replacement. An MPSV can perform a well intervention faster, and at a considerably lower cost, than a full-size drilling unit. All six vessels are scheduled to be in operation by the end of 1998.

In August, the Maersk Victory jackup was acquired and renamed Trident 19. In September, the Sedco Forex semisubmersibles Drillstar and Sedco Explorer were sold to a newly formed venture in which Schlumberger has a 25% interest. The rigs will be operated by Sedco Forex under bareboat charters. The gain on sale has been deferred and will be amortized over a six-year period.

In December, Sedco Forex received contracts covering five years to build two Sedco Express* semisubmersible drilling rigs. The units will be delivered in the fourth quarter of 1999. The Sedco Express rig represents the next generation of deepwater, moderate-environment drilling units. Designed to optimize the entire well construction process, it is expected to drill and complete a well approximately 30% faster than a conventional fourth-generation unit. The unit will be able to operate in water depths up to 7500 feet [2.3 km].

Relationships Create Growth Opportunities

Links between Schlumberger and oil and gas companies are continuing to develop through our IPM (Integrated Project Management) activity. This business has expanded from 100 employees in 1995 to nearly 600 today, and has contributed to earnings on its own and through additional Oilfield Services activities. An example of a recent alliance is the Dacion field project with LASMO plc in Venezuela. In an assessment phase completed in June 1997, a joint integrated team was formed by LASMO, GeoQuest and IPM to identify important technical issues and recommend further actions. The objectives of the development phase are to increase production and optimize recovery of reserves. Upon approval of the plan, IPM will perform its implementation.

Key Technologies Improve Economics

In 1997, our Oilfield Services research and engineering investment of $320 million produced technologies for operating in harsher environments and reducing finding and development costs. Oilfield Services capital expenditure exceeded $1.3 billion and allowed rapid deployment of these technologies.

For geophysical applications, the Nessie* 4C MultiWave Array* multicomponent seabed acquisition system was introduced by Geco-Prakla at the end of 1996. Seismic waves are of two types--compressional and shear--each providing different information about the subsurface geology. An analysis of the response from the two wave types may determine the type of fluids contained in the formation. Traditional 3D marine seismic data acquired with surface streamers reflect information exclusively from compressional waves, the only ones that can travel through water. This provides a partial image of a reservoir. The Nessie 4C MultiWave Array system, which records both compressional and shear waves at the seabed, has helped our clients learn more about their reservoirs. The system significantly improves the client's ability to map the location and quantities of oil and gas, better enabling them to optimally develop and recover reserves. During the fourth quarter, a Nessie 4C MultiWave Array crew mobilized for a 200-km2 [78-sq mile] multicomponent survey, approximately ten times the size of any previous seabed survey.

Research and engineering in fluid chemistry have resulted in the development of Dowell ClearFRAC fracturing fluid. Fracturing fluids are used to transport sand or other proppants into oil and gas reservoirs to increase hydrocarbon production. Normally these fluids have the disadvantage of leaving some solid residue, which inhibits their full effectiveness. The ClearFRAC formulation is a polymer-free fluid that leaves no residue and results in higher production.

Construction, operating and intervention costs in oil fields were reduced in 1997 through the proliferation and improved placement of highly deviated and horizontal wells, and multilaterals drilled from a common trunk. New VISION475 technology is a slim 4.75-inch MWD/LWD service that reduces total well costs while maximizing hydrocarbon production. This is possible by allowing a reduced wellbore diameter without giving up the real-time formation evaluation measurements needed for optimum geosteering and analysis. The VISION475 application possesses unique logging sensors that allow operators to steer to the most productive zones in a formation. Worldwide deployment of this technology has significantly improved field development returns on investment for clients.

The CMR Combinable Magnetic Resonance service, performed by Wireline & Testing, provides valuable insight to clients for finding oil in complex reservoirs, discovering bypassed or untapped reserves and distinguishing oil from gas. For example, in the North Sea this year, CMR technology was used to log an exploration well in which the target sands held water. However, the CMR log analysis indicated some unanticipated oil higher up in the well that conventional log analysis would have missed. Subsequent testing confirmed the presence of the oil. The oil company is now evaluating options, reviewing the seismic data and contemplating a sidetrack. Following the CMR success, the oil company decided to run the application in Alaska, Angola and Norway. Overall, worldwide activity for CMR technology doubled since last year.

Today, massive amounts of data are acquired in our Oilfield Services activities. GeoQuest develops software products to interpret and visualize these data and to perform modeling and simulation. The GeoFrame integrated reservoir characterization system is the centerpiece of GeoQuest software development efforts. In 1997, GeoQuest released the next-generation GeoFrame 3.0 application. This software combines the power of IESX* and Charisma* seismic interpretation systems with other applications. It delivers unparalleled power to define and manage reservoirs, and its integrated capabilities let each member of a multidisciplinary team simultaneously view, edit and interpret data and results through all phases of a project. Users indicate a dramatic increase in productivity, a streamlining of their work flow and the ability to create a more accurate reservoir model.

Maximizing The Financial Performance of Reservoirs

In the fall of 1997, Schlumberger introduced the IRO Integrated Reservoir Optimization service. This service combines new-generation reservoir characterization and flow simulation tools with a team approach to evaluate various field development and production strategies. Working closely with the client, an experienced multidisciplinary team selects and implements the optimal development plan. Reservoir monitoring and control processes are included to prevent future production problems. The IRO concept offers numerous benefits because it is proactive and closely links development decisions with a thorough understanding of reservoir architecture, flow dynamics and response to various well interventions. In the future, as new data acquisition, communications and software tools are developed, it will be possible to achieve near real-time, interactive reservoir management.

Improving Internal Efficiency

In addition to client-focused advancements, Schlumberger continues to improve its internal efficiency and productivity. The Company has implemented, in full, in all its districts in North America, and is implementing worldwide, the new BASIS* (Business Application Solutions In Schlumberger) business management tool, using the SAP R/3** integrated software application, which replaces dozens of existing discrete applications with a single, seamless solution.

Schlumberger is also overhauling all training programs for engineers. These programs emphasize learning, using information technology (IT), with the objectives of improving training quality while decreasing training time. On-line and CD-ROM training modules have been developed, and full use of it is achieved by giving every new hire a laptop computer with connectivity to the internal Schlumberger communications network and to the Internet. The immediate result has been a reduction of the training period by up to 25%. The training programs also encourage common steps with the objectives of creating and disseminating a broader Oilfield Services culture, optimizing the costs of training and positioning our engineers to thrive in the increasingly integrated oilfield services environment.

1996 Results

North America

Revenue in North America grew 21%, while operating income rose 111%, compared with 1995. The rig count increased 10%. All businesses contributed to this growth, most notably GeoQuest, with a revenue increase of 52%, and Dowell and Wireline & Testing, with increases of 17% and 13%, respectively.

As a general trend, prices improved on higher activity and the introduction of new technologies. Dowell took the lead in the technically challenging high-pressure, high-temperature pumping and cementing markets in the Gulf of Mexico. This leadership was affirmed by the success of the DeepSea EXPRES cementing head, an innovative completion technology which facilitates casing cementing operations in deep water. Geco-Prakla significantly expanded its non-exclusive seismic survey activities in the Gulf of Mexico. Sedco Forex returned to North America with two rigs under management contract. Anadrill successfully introduced worldwide the new RAPID* Reentry and Production Improvement Drilling service, a crossdisciplinary technology which improves production economics through reentry, sidetracking and extending existing wellbores.

Outside North America

Outside North America, revenue increased 28% and operating income climbed 51%, versus 1995. 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. The trend toward integrated services continued, resulting in the expansion of IPM operations. Formed in 1995 in response to increased demand for integrated solutions in the various phases of the exploration and production process, at the end of 1996, IPM was supervising, on behalf of clients, the operations of 34 drilling rigs.

Highlights

In response to favorable market conditions, Schlumberger boosted capital expenditures for Oilfield Services by 27% in 1996.

As CTD technology provides 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. 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.

The GeoSteering* tool, which enables the driller to make course corrections while drilling, made substantial gains in markets in the Far East. 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. 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. PLATFORM EXPRESS and CMR services 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 introduction of the fourth-generation Nessie marine streamer, with only a 54-mm [2.1-inch] outside diameter, further extended the towing capacity and efficiency of Geco-Prakla vessels. 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. Tracking the flow of different fluids in horizontal and high-angle wells became possible with the newly introduced production logging technology, PL Flagship advanced well flow diagnosis service. Building on a solid track record in well testing, the Wireline & Testing Early Production System (EPS) group has expanded significantly. Early production systems saw activity in the North Sea and Africa. Average offshore rig utilization grew to 94% from 89%, aided by jackup utilization of 100% and semisubmersible utilization of 96%. At year end, the Sedco Forex fleet consisted of 83 rigs, up from 76 at the end of 1995.

1995 Results

North America

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

New technology was a chief driver of growth. PLATFORM EXPRESS service, the latest-generation wireline logging technology, was introduced in the third quarter, and set new standards for efficiency, reliability and answers in the industry. By year end, there were 17 PLATFORM EXPRESS units deployed in North America. The successful implementation of new stimulation techniques, such as the PropNET* fluid system for hydraulic fracturing, improved hydrocarbon recovery for clients at a time when eroding gas prices were impeding pressure pumping activity. Our market and technological leadership in MWD and LWD services continued. The ARC5* Array Resistivity Compensated tool was introduced and received wide client acceptance as it provides accurate LWD resistivity measurements in small-diameter wellbores. Also, demand for geological, petrophysical and seismic interpretation software products drove the increase in sales at Software Products. During the year, GeoQuest acquired the Petroleum Division of Intera Information Technologies Corporation, renamed Reservoir Technologies. Seismic activities were adversely impacted by weather in the Gulf of Mexico and lower profitability on sales of non-exclusive seismic data.

Outside North America
- ---------------------

A 16% rise in revenue and 53% growth in operating income outside North America, along with a 3% increase in rig count, were due mostly to activity in Latin America, Africa and the North Sea. Demand increased for Modular Early Production Facilities and the Universal Pressure Platform. Drilling Fluids services grew substantially in Latin America and the UK sector of the North Sea. Revenue grew due to increased activity and improved drilling rig dayrates in the North Sea and West Africa, offset slightly by a temporary softening in the swamp barge and tender markets and reduced demand for semisubmersibles in Southeast Asia. Several important rig contracts were signed, notably for integrated services. 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. 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.

Measurement & Systems
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1997 Results
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Revenue for Measurement & Systems grew 5% compared with 1996, driven primarily by significant growth at Automated Test Equipment (ATE), demand for cards at Electronic Transactions and previously announced acquisitions. These gains were offset by an unstable business environment that affected electricity and gas metering activities in Europe throughout the year, and by an unfavorable fluctuation in currency exchange rates. Operating income for Measurement & Systems rose 20%, as further turmoil associated with deregulation and privatization in the European metering sector negatively impacted solid results from the other businesses.

Metering revenue decreased 11% compared with 1996, due to negative currency effects in Europe and Asia. The European business environment continued to be affected by the privatization and deregulation of utilities as well as by the implementation of new regulations on procurement. This led to increased competition and severe price erosion. The revenue decline was substantial in Italy and in the UK. In contrast, South America experienced a significant growth in revenue with strong demand for water meters and the new SL16* electricity meter. North America benefited from strong water and gas meter sales. Systems & Services revenue declined 3%. In December, an agreement was signed with Illinois Power to supply a two-way radio-frequency customer communication system. The contract, which includes operation and maintenance over a 15-year period, represents the industry's largest automatic meter reading (AMR) project to date.

Electronic Transactions revenue and orders grew 26% and 30%, respectively, from 1996. Smart card revenue increased 107% (40%, excluding the Solaic activity acquired in December 1996). This solid growth was spurred by a continued increase in demand for both microprocessor and memory cards, which are used in cellular mobile communications, banking and payphone applications. To support the continued volume growth, additional smart card production operations were established in Hong Kong and Mexico. Sales of telecom equipment improved 7% compared with 1996, as a result of the expansion of operations in China and Mexico to meet growing customer demand.

Compared with 1996, ATE revenue and orders increased 37% and 54%, respectively. Semiconductor testing systems grew 59%, reflecting a favorable trend toward 200-MHz and 400-MHz logic testers. Market share for ATE increased in all semiconductor test market segments. Significant improvements in deliveries of burn-in board loaders and unloaders and assembly systems fueled a 55%

increase for automated handling systems. The rise in orders was primarily due to exceptional growth in demand for the ITS9000* family of products at Test Systems, accompanied by an increase at Diagnostic Systems, on stronger customer acceptance of both the IDS2000* and P2X* semiconductor analysis systems. In October 1997, Interactive Video Systems, Inc. (IVS), a metrology solutions provider for the front-end semiconductor fabrication equipment market, was acquired.

1996 Results
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Revenue and orders for Measurement & Systems grew 3% and 2%, respectively, compared with 1995. A decline in Metering revenue only partially offset gains at Electronic Transactions and Systems & Services. The rise in orders was led by Electronic Transactions, Water Management and Systems & Services. Operating income declined 18%, mainly due to poor business conditions for metering in Europe and a decrease in demand for semiconductor test equipment.

Compared with 1995, revenue and orders for Metering fell 1% and 3%, respectively. Demand for electricity meters in Europe continued to suffer, particularly in the UK and Germany. Sales of gas meters improved, led by a strong demand in the CIS.

Systems & Services revenue rose 12%, as deregulation created business opportunities in Europe. Orders were up 10% from 1995 driven by increased activity in France and the UK.

Including the acquisitions of Printer and Germann, Electronic Transactions revenue and orders grew 18% and 17%, respectively. Smart cards grew 42%, spurred by demand for memory and microprocessor cards for payphones and cellular phones in China, Italy and the US. Electronic Transactions was the primary supplier of smart cards for the 1996 Olympic Games in Atlanta, Georgia, US. Solaic, a French smart card manufacturer, was acquired on December 31, 1996.

Automated Test Equipment revenue was essentially flat compared with the prior year. A substantial increase in volume for IDS10000* diagnostic systems balanced a decrease in demand for other products. Orders increased 3%.

1995 Results
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In 1995, revenue and orders grew 18% and 21%, respectively. This growth was primarily due to acquisitions, favorable currency effects and healthy activity in Europe and Asia. Operating income increased 25%.

For the Metering business, revenue improved 14% and orders rose 17%, due to the acquisition of AEG's worldwide electricity metering operations and robust demand across Europe.

Systems & Services revenue and orders grew 25%, mainly due to the rise in service activities in the UK.

Compared with 1994, revenue and orders for Electronic Transactions soared 31% and 36%, respectively. These gains included contributions from the acquisitions of Malco Plastics and Messerschmidt Apparate in late 1994 and the acquisition of Danyl in 1995. Card activity continued to grow due to cellular subscriber demand in Europe and shipments to China.

Automated Test Equipment revenue and orders improved 32%, driven by strong demand for the ITS9000 family of semiconductor test systems in North America, Europe and Asia.

Net Income
- ----------

(Stated in millions except per share amounts)

	Net Income	Earnings per share(1) Basic	Diluted
1997	$1,296	$ 2.62	$ 2.52
1996	$ 851	$ 1.74	$ 1.70
1995	$ 649	$ 1.33	$ 1.32

(1) Restated for the 2-for-1 stock split on June 2, 1997

In 1997, operating income of the Oilfield Services segment increased $571 million, or 58%, to $1.56 billion. The growth reflected the continued higher demand for oil and gas and the strong increase in exploration and production spending by oil companies. These underlying factors, combined with new technology, greater efficiencies and higher dayrates, resulted in stronger pricing and higher market share. The Asian and North American markets were significant growth areas. Measurement & Systems operating income increased $25 million, or 20%, to $149 million despite adverse exchange rate effects. Automated Test Equipment, Electronic Transactions and activity in Asia all contributed to this increase. Metering activities in Europe declined due to increased competition and severe price erosion.

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 returned to profitability, had a significant impact. Measurement & Systems operating income declined by 18%, to $124 million, because of steep declines at Automated 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 US. 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 non-exclusive proprietary survey 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 Automated Test Equipment, and acquisitions.

Currency Risks
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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

In 1996, with increasing profitability and a 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 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS under "Income Tax Expense" on page 33 for additional information.

In 1997, the Company recognized the remaining 50%, which resulted in no significant reduction of income tax expense.

Research & Engineering

Expenditures were as follows:

	(Stated in millions)		
	1997	1996	1995
Oilfield Services	$320	$294	$279
Measurement & Systems	166	158	148
Other	-	1	1
	$486	$453	$428

Interest Expense

Interest expense increased $15 million in 1997, following a $10-million decrease in 1996. The increase in 1997 was due to significantly higher debt balances, only partially offset by lower average borrowing rates.

The decrease in 1996 was due to lower average rates which more than offset higher average debt outstanding.

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)		
	1997	1996	1995
Net income	$ 1,296	$ 851	$ 649
Depreciation & amortization	973	885	820
Other	(5)	(1)	(14)
	2,264	1,735	1,455
Increase in working capital requirements	(496)	(273)	(238)
Fixed asset additions	(1,496)	(1,158)	(939)
Dividends paid	(371)	(367)	(327)
Other	201	132	(6)
	102	69	(55)
Proceeds from employee stock plans	146	180	74
Purchase of shares for Treasury	--	--	(41)
Businesses acquired	(17)	(139)	(217)
Net proceeds on sale of drilling rigs(1)	174	--	--
Other	(57)	(66)	23
Net increase (decrease) in liquidity	$ 348	$ 44	$ (216)
Liquidity-end of period	$ 580	$ 232	$ 188

(1) In September, the Sedco Forex semisubmersibles Drillstar and Sedco Explorer were sold to a newly formed venture in which Schlumberger has a 25% interest. The rigs will be operated by Sedco Forex under bareboat charters. The gain on sale has been deferred and will be amortized over a six-year period. This transaction had no significant effect on 1997 results and will have no significant impact on future results of operations.

In 1997, 1996 and 1995, 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 1997 and 1996, were:

	Price Range High	Price Range Low	Dividends Declared
1997 (1) QUARTERS			
First	$ 58 3/16	$49	$ 0.1875
Second	63 1/4	51 1/8	0.1875
Third	84 5/8	62 3/8	0.1875
Fourth	94 7/16	72 3/8	0.1875
1996 (1) QUARTERS			
First	$ 40 5/16	$32 11/16	$ 0.1875
Second	45 11/16	40 1/16	0.1875
Third	44 9/16	39 11/16	0.1875
Fourth	54 1/8	42 1/8	0.1875

(1) Restated for the 2-for-1 stock split on June 2, 1997.

The number of holders of record of the Common Stock of the Company at December 31, 1997, was approximately 22,000. There are no legal restrictions on the payment of dividends or ownership or voting of such shares, except as to shares held in the Company's treasury. 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 estimated. 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.

Outcome of Litigation

In the Contingencies note of the Notes to Consolidated Financial Statements for the years 1994 to 1996, reference was made to a case involving the validity of a 1988 settlement and release in connection with an incidental business venture. On December 11, 1997, the Texas Supreme Court rendered a final judgment in favor of Schlumberger which upheld the original 1993 lower court's decision which exonerated the Company from any liability in this case. As indicated in prior years, no provision had been made in the Consolidated Financial Statements and consequently this judgment had no effect on the consolidated results of operations.

In the 1995 and 1996 Contingencies note of the Notes to Consolidated Financial Statements, reference was made to a case involving a contract dispute in Johnson County, Texas. A settlement was reached with the plaintiff in the fourth quarter of 1997 which had no significant effect on the consolidated results of operations.

New Accounting Standard

During 1996, The Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) 128, "Earnings per Share." Since the standard is effective with the fourth quarter of 1997, the Company has adopted this standard. All prior periods have been restated.

Year 2000 Issue

The "Year 2000 Issue" is the inability of computers and computing technology to recognize correctly the Year 2000 date change. The problem results from a long-standing practice by programmers to save memory space by denoting Years using just two digits instead of four digits. Thus, systems that are not Year 2000 compliant may be unable to read dates correctly after the Year 1999 and can return incorrect or unpredictable results. This could have a significant effect on the Company's business/financial systems as well as products and services, if not corrected.

Schlumberger recognizes that the "Year 2000 Issue" creates a significant uncertainty to its business and that Year 2000 compliance to safeguard operations and minimize business disruption is a key business obligation.

A "Millennium Compliance Program" is under way throughout the Company to ensure that all mission-critical business systems, products and services both in the US and internationally in all business segments are Year 2000 compliant. The Company is also actively working with suppliers, contractors and alliance partners to promote Year 2000 compliance.

In 1994, the Company decided to upgrade its main business systems with compliant programs such as SAP R/3 and QAD MFG/PRO***. In 1997, a complete inventory of all business systems took place throughout the Company resulting in an accelerated implementation of compliant programs and in the initial establishment of contracts with third-party vendors for the repair, testing and implementation of nearly 19,500 programs.

While all business sectors will be required to maintain deadlines and priorities on the business applications mentioned above, the main focus in 1998 will be on products and services. The assessment of existing products and services in each business segment is incomplete and hence the Company cannot as yet make a final conclusion as to whether all products and services will be Year 2000 compliant. However, the Company does believe, based on the assessments completed to date, that mission-critical Year 2000 problems can be corrected. The introduction of Year 2000 Project Teams throughout the Company has been accelerated. Deadlines and objectives for the completion of assessment and repair of noncompliant mission-critical products and services by the end of 1998 have been established. The main focus in 1999 will be on testing and implementation of repaired programs, products and services.

Efforts will be made to protect the Company from being adversely impacted in the Year 2000 by entities not affiliated with the Company (suppliers, financial institutions, etc.). The Company will promote knowledge sharing with customers, suppliers and alliance partners to attempt the most efficient Year 2000 solutions.

The Company expects that the total cost of addressing this issue over the next two years will be $40 million - $60 million, but the assessments are not yet complete. This cost estimate does not include the normal upgrading of business and financial systems which would be Year 2000 compliant. Costs incurred in connection with Year 2000 compliance will be treated as period costs and expensed as incurred.

Item 7A Quantitative & Qualitative Disclosure About Market Risk

The Company does not believe it has a material exposure to market risk. The Company manages the exposure to interest rate changes by using a mix of debt maturities and variable and fixed rate debt together with interest rate swaps, where appropriate, to fix or lower borrowing costs. With regard to foreign currency fluctuations, the Company enters into various contracts, which change in value as foreign exchange rates change, to protect the value of external and intercompany transactions in foreign currencies. The Company does not enter into foreign currency or interest rate transactions for speculative purposes.

Item 8 Financial Statements and Supplementary Data

CONSOLIDATED STATEMENT OF INCOME

(Stated in thousands except per share amounts)

Year Ended December 31,	1997	1996	1995
Revenue			
Operating	$10,647,590	$ 8,956,150	$ 7,621,694
Interest and other income	106,823	69,515	91,536
	10,754,413	9,025,665	7,713,230
Expenses			
Cost of goods sold and services	7,836,952	6,835,444	5,804,157
Research & engineering	486,205	452,608	427,848
Marketing	307,036	301,304	283,790
General	369,030	355,392	345,441
Interest	86,843	72,020	81,620
Unusual items	--	333,091	--
Taxes on income	372,650	(175,677)	121,217
	9,458,716	8,174,182	7,064,073
Net Income	$ 1,295,697	$ 851,483	$ 649,157
Basic earnings per share (1)	$ 2.62	$ 1.74	$ 1.33
Diluted earnings per share (1) (2)	$ 2.52	$ 1.70	$ 1.32
Average shares outstanding (1)	495,215	490,041	484,748
Average shares outstanding assuming dilution (1) (2)	514,345	500,498	487,864

(1) Restated for the 2-for-1 stock split on June 2, 1997.
(2) The calculation of diluted earnings per share assumes that all stock options and warrants are exercised at the beginning of the period and the proceeds used to purchase shares at the average market price for the period.

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

CONSOLIDATED BALANCE SHEET

December 31,	1997	1996
	(Stated in thousands)	
ASSETS		
Current Assets		
Cash and short-term investments	$ 1,761,077	$ 1,358,948
Receivables less allowance for doubtful accounts (1997 $60,535; 1996 $58,981)	2,819,898	2,260,091
Inventories	1,094,070	938,974
Deferred taxes on income	175,927	222,456
Other current assets	220,248	262,148
	6,071,220	5,042,617
Long-Term Investments, held to maturity	742,751	323,717
Fixed Assets less accumulated depreciation	3,768,639	3,358,581
Excess of Investment Over Net Assets of Companies Purchased less amortization	1,167,624	1,225,335
Deferred Taxes on Income	202,774	203,983
Other Assets	143,723	170,818
	$ 12,096,731	$ 10,325,051
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities	$ 2,297,370	$ 2,200,161
Estimated liability for taxes on income	384,167	367,562
Bank loans	750,303	743,018
Dividend payable	93,821	92,842
Long-term debt due within one year	104,237	70,827
	3,629,898	3,474,410
Long-Term Debt	1,069,056	637,203
Postretirement Benefits	396,559	383,129
Other Liabilities	306,294	203,929
	5,401,807	4,698,671
Stockholders' Equity		
Common stock	931,096	818,803
Income retained for use in the business	8,061,731	7,137,744
Treasury stock at cost	(2,249,765)	(2,315,946)
Translation adjustment	(48,138)	(14,221)
	6,694,924	5,626,380
	$12,096,731	$ 10,325,051

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,	1997	1996	1995
Cash flows from operating activities:			
Net income	$ 1,295,697	$ 851,483	$ 649,157
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	972,539	885,198	820,196
Earnings of companies carried at equity, less dividends received (1997 $2,474; 1996 $1,911; 1995 $1,000)	(2,021)	5,212	(3,791)
Provision for losses on accounts receivable	24,007	27,036	20,306
Other adjustments	(2,778)	(4,613)	(3,562)
Change in operating assets and liabilities:			
Increase in receivables	(642,772)	(319,448)	(136,312)
Increase in inventories	(184,388)	(144,774)	(99,334)
Decrease (increase) in deferred taxes	46,529	(26,226)	--
Increase (decrease) in accounts payable and accrued liabilities	132,452	161,463	(9,243)
Increase (decrease) in estimated liability for taxes on income	37,150	39,851	(3,684)
Other - net	31,578	(73,044)	(39,389)
NET CASH PROVIDED BY OPERATING ACTIVITIES	1,707,993	1,402,138	1,194,344
Cash flows from investing activities:			
Purchases of fixed assets	(1,495,980)	(1,157,957)	(938,847)
Sales/retirements of fixed assets & other	97,004	98,584	26,936
Payment for purchase of businesses	(13,730)	(115,262)	(200,805)
Net proceeds on sale of drilling rigs	174,000	--	--
(Increase) decrease in investments	(846,194)	(218,914)	129,165
Decrease in other assets	24,852	1,050	42,496
NET CASH USED IN INVESTING ACTIVITIES	(2,060,048)	(1,392,499)	(941,055)
Cash flows from financing activities:			
Dividends paid	(370,771)	(366,791)	(327,189)
Proceeds from employee stock purchase plan	50,055	38,807	36,159
Proceeds from exercise of stock options	95,495	141,299	37,518
Purchase of shares for Treasury	--	--	(40,552)
Proceeds from issuance of long-term debt	815,579	195,009	486,518
Payments of principal on long-term debt	(309,685)	(165,742)	(287,455)
Net increase (decrease) in short-term debt	50,831	212,523	(143,444)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	331,504	55,105	(238,445)
Net (decrease) increase in cash	(20,551)	64,744	14,844
Cash, beginning of year	137,259	72,515	57,671
CASH, END OF YEAR	$ 116,708	$ 137,259	$ 72,515

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

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

(Dollar amounts in thousands)

	Common Stock Issued Shares(1)	Common Stock Issued Amount	Common Stock In Treasury Shares(1)	Common Stock In Treasury Amount	Translation Adjustment	Income Retained for Use in the Business
Balance, Jan.1, 1995	614,802,904	$ 695,946	130,338,980	$2,406,321	$ (57,104)	$6,350,433
Translation adjustment					44,298	
Sales to optionees less shares exchanged		5,223	(1,742,660)	(32,296)		
Purchases for Treasury			1,380,000	40,552		
Employee stock purchase plan	1,449,588	36,159				
Net income						649,157
Dividends declared ($0.7125 per share)						(345,518)
Balance, Dec. 31, 1995	616,252,492	737,328	129,976,320	2,414,577	(12,806)	6,654,072
Translation adjustment					(1,415)	
Sales to optionees less shares exchanged		42,668	(5,314,696)	(98,631)		
Employee stock purchase plan	1,483,494	38,807				
Net income						851,483
Dividends declared ($0.75 per share)						(367,811)
Balance, Dec. 31, 1996	617,735,986	818,803	124,661,624	2,315,946	(14,221)	7,137,744
Translation adjustment					(33,917)	
Sales to optionees less shares exchanged		29,314	(3,323,223)	(61,743)		
Employee stock purchase plan	1,399,623	50,055				
Net income						1,295,697
IVS acquisition		16,324	(238,812)	(4,438)		
Tax benefit on stock options		16,600				
Dividends declared ($0.75 per share)						(371,710)
Balance, Dec. 31, 1997	619,135,609	$ 931,096	121,099,589	$2,249,765	$ (48,138)	$8,061,731

(1) Restated for the 2-for-1 stock split on June 2, 1997.
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, 1997, 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. The Company policy is to hedge against unrealized gains and losses on a monthly basis. Included in the 1997 results were transaction losses of $2 million, compared with a gain of $10 million in 1996 and a loss of $2 million in 1995.

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, 1997, contracts and options were outstanding to purchase the US dollar equivalent of $402 million in various foreign currencies. These contracts mature on various dates in 1998, 1999 and 2000.

Investments

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 gain on such securities at December 31, 1997, was not significant.

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, 1997 and 1996, were $1.6 billion and $1.2 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 5 to 40 years. Accumulated amortization was $343 million and $287 million at December 31, 1997 and 1996, 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 $3.4 billion of consolidated income retained for use in the business at December 31, 1997 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.

Earnings per share

As required by SFAS 128, the Company must report both basic and diluted earnings per share. Basic earnings per share is computed by dividing net income by the average number of common shares outstanding during the year. Diluted earnings per share is computed by dividing net income by the average number of common shares outstanding assuming dilution, the calculation of which assumes that all stock options and warrants are exercised at the beginning of the period and the proceeds used, by the Company, to purchase shares at the average market price for the period. The following is a reconciliation from basic earnings per share to diluted earnings per share for each of the last three years:

(Stated in thousands except per share amounts)

	Net Income	Average Shares Outstanding	Earnings per share
1997			
Basic	$1,295,697	495,215	$ 2.62
Effect of dilution:			
Options		10,992	
Warrants		8,138	
Diluted	$1,295,697	514,345	$ 2.52
1996			
Basic	$ 851,483	490,041	$ 1.74
Effect of dilution:			
Options		6,142	
Warrants		4,315	
Diluted	$ 851,483	500,498	$ 1.70
1995			
Basic	$ 649,157	484,748	$ 1.33
Effect of dilution:			
Options		2,315	
Warrants		801	
Diluted	$ 649,157	487,864	$ 1.32

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

In 1996, 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. The after-tax charge of $300 million included 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, 1997, $65 million of the severance and termination had been spent. The remainder should be spent within the next 18 months.

Acquisitions

During 1997, subsidiaries of the Company acquired Interactive Video Systems, Inc., a metrology solutions provider for the front-end semiconductor fabrication equipment market, and S.A. Holditch and Associates, Inc., a petroleum and geoscience consulting services company. These acquisitions were accounted for as purchases. Costs in excess of net assets acquired were $38 million which are being amortized on a straight-line basis over periods of 5 and 15 years, respectively.

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.

Investments

The Consolidated Balance Sheet reflects the Company's investment portfolio separated between current and long-term, based on maturity. Except for $117 million of investments which are considered trading at December 31, 1997 (1996-$111 million), it is the Company's intent to hold the investments until maturity.

Long-term investments mature in 1999-$97 million, in 2000-$205 million and $441 million thereafter.

At December 31, 1997, there were interest rate swap arrangements outstanding having a total principal amount of $80 million. These arrangements mature at various dates in 1998, and interest rates are adjusted quarterly. Interest rate swap arrangements had no material effect on consolidated interest income.

Fixed Assets

A summary of fixed assets follows:

	(Stated in millions)	
December 31,	1997	1996
Land	$ 75	$ 71
Buildings & improvements	1,009	1,040
Machinery and equipment	9,126	8,467
Total cost	10,210	9,578
Less accumulated depreciation	6,441	6,219
	$ 3,769	$ 3,359

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,	1997	1996
	(Stated in millions)	
US dollar	$ 323	$ 195
French franc	186	-
UK pound	122	137
German mark	118	185
Japanese yen	111	101
Italian lira	93	7
Canadian dollar	68	-
Other	48	12
	$1,069	$ 637

Long-term debt is at variable rates; substantially all of the debt is at rates up to 8%. Such rates are reset every six months or sooner. Accordingly, the carrying value of long-term debt at December 31, 1997, approximates the aggregate fair value.

Long-term debt at December 31, 1997, is due as follows: $372 million in 1999, $266 million in 2000, $197 million in 2001, $146 million in 2002 and $88 million thereafter.

At December 31, 1997, there were no interest rate swap arrangements outstanding related to debt. 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 1997 and 1996. The exposure, in the event of nonperformance by the other parties to the arrangements, would not be significant.

Lines of Credit

At December 31, 1997, 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, 1997, the Company and its subsidiaries had available unused lines of credit of approximately $830 million.

Capital Stock

The Company is authorized to issue 1,000,000,000 shares of Common Stock, par value $0.01 per share, of which 498,036,020 and 493,074,362 (restated for the 2-for-1 stock split on June 2, 1997) shares were outstanding on December 31, 1997 and 1996, 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 (restated for the 2-for-1 stock split on June 2, 1997) 15 million shares of Schlumberger Limited Common Stock at an exercise price of $29.975 per share. The warrant is fully vested and nontransferable.

Stock Compensation Plans

As of December 31, 1997, 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 SFAS 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)

	1997	1996	1995
Net income			
As reported	$1,296	$ 851	$ 649
Pro forma	$1,233	$ 809	$ 641
Basic earnings per share(1)			
As reported	$ 2.62	$1.74	$1.33
Pro forma	$ 2.49	$1.65	$1.32
Diluted earnings per share(1)			
As reported	$ 2.52	$1.70	$1.32
Pro forma	$ 2.40	$1.62	$1.31

(1) Restated for the 2-for-1 stock split on June 2, 1997.

As required by SFAS 123, the above pro forma data reflect the effect of stock option grants and the employee stock purchase plan during 1997, 1996 and 1995.

Stock Option Plans

During 1997, 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 SFAS 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 1997, 1996 and 1995: dividend of $0.75; expected volatility of 21% for 1997 grants and 20% for 1996 and 1995 grants; risk-free interest rates for the 1997 grant to officers of 6.19% and 5.80% - 6.77% for the 1997 grants to all other employees; 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 7.27 years for officers and 5.09 years for other employees for 1997 grants and 8.4 years for officers and 5.39 years for other employees for 1996 and 1995 grants.

A summary of the status of the Company's stock option plans as of December 31, 1997, 1996 and 1995, and changes during the years ending on those dates is presented below:

Fixed Options	1997(1) Shares	1997(1) Weighted-Average Exercise Price	1996(1) Shares	1996(1) Weighted-Average Exercise Price	1995(1) Shares	1995(1) Weighted-Average Exercise Price
Outstanding at beginning of year	24,396,796	$32.50	22,140,960	$29.00	23,121,698	$28.00
Granted	6,157,271	$84.50	8,262,000	$39.50	1,507,400	$31.00
Exercised	(3,405,622)	$28.75	(5,516,484)	$27.00	(1,795,838)	$22.00
Forfeited	(529,140)	$36.52	(489,680)	$32.00	(692,300)	$30.50
Outstanding at end of year	26,619,305	$45.21	24,396,796	$32.50	22,140,960	$29.00
Options exercisable at year-end	10,786,864		9,927,816		12,518,540	
Weighted-average fair value of options granted during the year	$26.11		$10.53		$8.70	

(1) Restated for the 2-for-1 stock split on June 2, 1997.

The following table summarizes information concerning currently outstanding and exercisable options by three ranges of exercise prices at December 31, 1997:

	OPTIONS OUTSTANDING			OPTIONS EXERCISABLE	
Range of Exercise Prices	Number Outstanding As of 12/31/97	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Number Exercisable As of 12/31/97	Weighted-Average Exercise Price
$4.2100 -- $31.4690	8,858,775	5.71	$28.5219	6,238,135	$28.9303
$31.5320 -- $42.2820	11,120,229	6.87	$36.6741	4,428,729	$34.2084
$46.8130 -- $90.5000	6,640,301	9.63	$81.5801	120,000	$46.8130
$4.2100 -- $90.5000	26,619,305	7.17	$45.2138	10,786,864	$31.2719

Employee Stock Purchase Plan

Under the Schlumberger Discounted Stock Purchase Plan, the Company is authorized to issue up to 10,012,245 shares of Common Stock to its employees. On January 21, 1998, the Board, subject to stockholder approval, amended the Plan to increase the aggregate number of shares available for purchase to 22,012,245. 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 1,399,623, 1,483,494 and 1,449,588 shares to employees in 1997, 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 1997, 1996 and 1995: dividend of $0.75; expected life of one year; expected volatility of 28% for 1997 and 20% for 1996 and 1995; and risk-free interest rates of 5.64% for 1997, 5.71% for 1996 and 5.61% for 1995. The weighted-average fair value of those purchase rights granted in 1997, 1996 and 1995, was $17.845, $9.73 and $7.21, respectively.

Income Tax Expense

In the third quarter of 1996, 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.

In the second quarter of 1997, the Company released the remaining valuation allowance related to its US subsidiary's tax loss carryforward and all temporary differences. The resulting reduction in income tax expense was not significant.

The Company has net deductible temporary differences of $940 million at December 31, 1997. Significant temporary differences pertain to postretirement medical benefits, fixed assets, employee benefits and inventory.

The Company and its subsidiaries operate in over 100 taxing jurisdictions where statutory tax rates generally vary from 0% - 50%.

The effective tax rates in 1997, 1996 (before the unusual items) and 1995, were 22%, 20% and 16%, respectively. The variations from the US statutory federal tax rate (35%) and the Company's effective tax rates were due to several factors, including the effect of the US operating loss carryforward and a substantial proportion of operations in countries where taxation on income is lower than in the US.

The Company's 1997 income tax expense includes a deferred tax benefit of $17 million. In 1996 and 1995, due to the Company's US consolidated group net operating loss carryforward, the deferred tax provision excluding the effect of the 1996 unusual items, was less than $5 million. The remaining component of income tax expense was the current provision in each year.

Leases and Lease Commitments

Total rental expense was $285 million in 1997, $232 million in 1996 and $206 million in 1995. Future minimum rental commitments under noncancelable leases for years ending December 31 are: 1998 $157 million; 1999 $142 million; 2000 $119 million; 2001 $97 million; and 2002 $82 million. For the ensuing three five-year periods, these commitments decrease from $149 million to $4 million. The minimum rentals over the remaining terms of the leases aggregate to $26 million.

Included in the rental expenses and future minimum rental commitments above are the Sedco Forex semisubmersibles Drillstar and Sedco Explorer. In September 1997, these rigs were sold to a newly formed venture in which the Company has a 25% interest. The rigs will be operated by Sedco Forex under bareboat charters.

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 estimated. 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 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 1 and 2 in this 10-K report.

Oilfield Services and Measurement & Systems are reportable segments. Financial information for the years ended December 31, 1997, 1996 and 1995, by industry segment and by geographic area, is as follows:

(Stated in millions)

	Oilfield Services	Measurement & Systems	Adjust. & Elim.	Consol- idated
INDUSTRY SEGMENT 1997				
Operating revenue				
Customers	$ 7,663	$ 2,985	$ -	$ 10,648
Inter-segment transfers	-	1	(1)	-
	$ 7,663	$ 2,986	$ (1)	$ 10,648
Operating income	$ 1,557	$ 149	$ (58)	$ 1,648
Interest expense				(87)
Interest and other income				107
Income before taxes				$ 1,668
Depreciation expense	$ 788	$ 114	$ 3	$ 905
Fixed asset additions	$ 1,353	$ 140	$ 3	$ 1,496
At December 31				
Identifiable assets	$ 7,101	$ 2,481	$ (99)	$ 9,483
Corporate assets				2,614
Total assets				$ 12,097
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

(Stated in millions)

	Oilfield Services	Measurement & Systems	Adjust. & Elim.	Consolidated
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

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, 1997, 1996 and 1995, 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)

	Western Hemisphere		Eastern Hemisphere			
	US	Other	Europe	Other	Adjust. & Elim.	Consol-idated
GEOGRAPHIC AREA 1997						
Operating revenue						
Customers	$ 2,696	$ 1,508	$ 3,093	$ 3,351	$ -	$ 10,648
Inter-area transfers	580	14	338	46	(978)	-
	$ 3,276	$ 1,522	$ 3,431	$ 3,397	$ (978)	$ 10,648
Operating income	$ 374	$ 266	$ 349	$ 816	$ (157)	$ 1,648
Interest expense						(87)
Interest and other income						107
Income before taxes						$ 1,668
At December 31						
Identifiable assets	$ 2,713	$ 1,329	$ 2,705	$ 2,746	$ (10)	$ 9,483
Corporate assets						2,614
Total assets						$ 12,097
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

(Stated in millions)

	Western Hemisphere		Eastern Hemisphere			
	US	Other	Europe	Other	Adjust. & Elim.	Consol- idated
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

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 1997 were 8%, 4.5% and 8.5%, respectively. The assumed discount rate in 1996 and 1995 was 7.5%.

Net pension cost in the US for 1997, 1996 and 1995, included the following components:

(Stated in millions)	1997	1996	1995
Service cost - benefits earned during the period	$29	$27	$26
Interest cost on projected benefit obligation	55	50	46
Expected return on plan assets (actual return: 1997 $165; 1996 $94; 1995 $137)	(57)	(52)	(47)
Amortization of transition asset	(2)	(2)	(2)
Amortization of prior service cost/other	3	4	4
Net pension cost	$28	$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.

Effective January 1, 1998, the Company and its subsidiaries amended their pension plans to improve retirement benefits for retired employees. The funded status at December 31, 1997, reflects the amendment.

The funded status of the plans at December 31, 1997 and 1996, was as follows:

	1997	1996
	(Stated in millions)	
Actuarial present value of obligations:		
Vested benefit obligation	$ 750	$ 639
Accumulated benefit obligation	$ 754	$ 641
Projected benefit obligation	$ 824	$ 700
Plan assets at market value	913	771
Excess of assets over projected benefit obligation	89	71
Unrecognized net gain	(204)	(155)
Unrecognized prior service cost	55	34
Unrecognized net asset at transition date	(5)	(7)
Pension liability	$ (65)	$ (57)

Assumed discount rate and rate of compensation increases used to determine the projected benefit obligations were 7.5% and 4.5%, respectively, in 1997, and 8% and 4.5%, respectively, in 1996; the expected long-term rate of return on plan assets was 8.5% for both years. Plan assets at December 31, 1997, consisted of common stocks ($524 million), cash or cash equivalents ($58 million), fixed income investments ($253 million) and other investments ($78 million). Less than 1% of the plan assets at December 31, 1997 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 $15 million, $16 million and $13 million in 1997, 1996 and 1995, 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 1997 were 8%, 5% and 8.5%, respectively. The assumed discount rate in 1996 and 1995 was 7.5%.

Net pension cost in the UK plan for 1997, 1996 and 1995 (translated into US dollars at the average exchange rate for the periods), included the following components:

	(Stated in millions)		
	1997	1996	1995
Service cost - benefits earned during the period	$ 14	$12	$10
Interest cost on projected benefit obligation	14	9	9
Expected return on plan assets (actual return: 1997 $26; 1996 $36; 1995 $43	(24)	(18)	(16)
Amortization of transition asset and other	(4)	(3)	(2)
Net pension cost	$ -	$ -	$ 1

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

	(Stated in millions)	
	1997	1996
Actuarial present value of obligations:		
Vested benefit obligation	$200	$132
Accumulated benefit obligation	$200	$132
Projected benefit obligation	$227	$150
Plan assets at market value	339	276
Excess of assets over projected benefit obligation	112	126
Unrecognized net gain	(92)	(111)
Unrecognized prior service cost	3	4
Unrecognized net asset at transition date	(4)	(4)
Pension asset	$19	$ 15

The assumed discount rate and rate of compensation increases used to determine the projected benefit obligation were 7.5% and 5%, respectively, in 1997 and 8% and 5%, respectively, in 1996; the expected long-term rate of return on plan assets was 8.5% in 1997 and 1996. Plan assets consisted of common stocks ($268 million), cash or cash equivalents ($10 million) and fixed income investments ($61 million). None of the plan assets represented 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 1997, 1996 and 1995, were $23 million, $15 million and $14 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 $123 million, $93 million and $80 million in 1997, 1996 and 1995, 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 $33 million, $38 million and $37 million in 1997, 1996 and 1995, respectively. Outside the US, 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.

The principal actuarial assumptions used to measure costs were a discount rate of 8% in 1997 and 7.5% in 1996 and 1995. The overall medical cost trend rate assumption beginning December 31, 1996, was 9% graded to 5% over the next six years and 5% thereafter. Previously the overall assumption had been 10% graded to 6% over the next six years and 6% thereafter.

Net periodic postretirement benefit cost in the US for 1997, 1996 and 1995, included the following components:

(Stated in millions)	1997	1996	1995
Service cost - benefits earned during the period	$ 9	$ 13	$ 12
Interest cost on accumulated postretirement benefit obligation	21	26	25
Amortization of unrecognized net gain and other	(5)	-	-
	$ 25	$ 39	$ 37

The funded status at December 31, 1997 and 1996, was as follows:

(Stated in millions)	1997	1996
Accumulated postretirement benefit obligation:		
Retirees	$149	$143
Fully eligible	50	44
Actives	106	99
	$305	$286
Unrecognized net gain	87	92
Unrecognized prior service	5	5
Postretirement benefit liability at December 31	$397	$383

The assumed discount rate used to determine the accumulated postretirement benefit obligation was 7.5% for 1997 and 8% for 1996.

If the assumed medical cost trend rate was increased by one percentage point, health care cost in 1997 would have been $30 million, and the accumulated postretirement benefit obligation would have been $355 million at December 31, 1997.

Supplementary Information

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

(Stated in millions)

Year ended December 31,	1997	1996	1995
Operating revenue			
Sales	$ 2,664	$ 2,428	$ 2,372
Services	7,984	6,528	5,250
	$ 10,648	$ 8,956	$ 7,622
Direct operating costs			
Goods sold	$ 1,822	$ 1,704	$ 1,645
Services	6,015	5,131	4,159
	$ 7,837	$ 6,835	$ 5,804

Cash paid for interest and income taxes was as follows:

(Stated in millions)

Year ended December 31,	1997	1996	1995
Interest	$ 87	$ 73	$ 81
Income taxes	$ 271	$ 179	$ 132

Accounts payable and accrued liabilities are summarized as follows:

(Stated in millions)

December 31,	1997	1996
Payroll, vacation and employee benefits	$ 541	$ 488
Trade	870	712
Taxes, other than income	175	182
Other	711	818
	$ 2,297	$ 2,200

The caption "Interest and other income" includes interest income, principally from short-term and long-term investments, of $99 million, $73 million and $89 million for 1997, 1996 and 1995, respectively.

*   Mark of Schlumberger
**   SAP and R/3 are trademarks of SAP AG
***   QAD and MFG/PRO are trademarks of QAD

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, 1997 and 1996, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1997, 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.

/s/ Price Waterhouse LLP
\- ------------------------
Price Waterhouse LLP
New York, New York
January 21, 1998

QUARTERLY RESULTS (UNAUDITED)

The following table summarizes results for each of the four quarters for the years ended December 31, 1997 and 1996. Gross profit equals operating revenue less cost of goods sold and services.

(Stated in millions except per share amounts)

	Operating Revenue	Operating Gross Profit	Net Income	Earnings per share(1) Basic	Earnings per share(1) Diluted
Quarters-1997					
First	$ 2,402	$ 619	$ 260	$ 0.53	$ 0.51
Second	2,602	673	306	0.62	0.60
Third	2,736	735	357	0.72	0.69
Fourth	2,908	784	373	0.75	0.72
	$ 10,648	$ 2,811	$ 1,296	$ 2.62	$ 2.52
Quarters-1996					
First	$ 2,028	$ 478	$ 171	$ 0.35	$ 0.35
Second	2,151	519	196	0.40	0.39
Third	2,262	510	229	0.47	0.46
Fourth	2,515	614	255	0.52	0.50
	$ 8,956	$ 2,121	$ 851	$ 1.74	$ 1.70

(1) Restated for the 2-for-1 stock split on June 2, 1997.

Item 9 Disagreements on Accounting and Financial Disclosures

NONE

PART III
- --------

Item 10 Directors and Executive Officers of the Registrant
- ------- --

See Part I (pages 5 and 6) 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 dated March 6, 1998 for the April 8, 1998 Annual General Meeting, 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 Company's Proxy Statement dated March 6, 1998 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 Statement dated March 6, 1998 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 Statement dated March 6, 1998 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:

(1) Financial Statements

	Page(s)
Consolidated Statement of Income for the three years ended December 31, 1997	23
Consolidated Balance Sheet at December 31, 1997 and 1996	24
Consolidated Statement of Cash Flows for the three years ended December 31, 1997	25
Consolidated Statement of Stockholders' Equity for the three years ended December 31, 1997	26
Notes to Consolidated Financial Statements	27 through 43
Report of Independent Accountants	44
Selected Quarterly Financial Data (Unaudited)	45

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 April 29, 1997	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)
Schlumberger 1998 Stock Option Plan*	Exhibit 10(g)

*Compensatory plan required to be filed as an exhibit.

Subsidiaries	Exhibit 21
Consent of Independent Accountants	Exhibit 23
Powers of Attorney	Exhibit 24

(a) Don E. Ackerman - dated Jan. 21,1998
(b) D. Euan Baird - dated Jan. 21,1998
(c) John Deutch - dated 12/18/1997
(d) Denys Henderson - dated Jan. 21,1998
(e) Andre Levy-Lang - dated Jan. 21,1998
(f) William T. McCormick, Jr. - dated Jan. 21,1998
(g) Didier Primat - dated Jan. 21,1998
(h) Nicolas Seydoux - dated Jan. 21,1998
(i) Linda G. Stuntz - dated Jan. 21,1998
(j) Sven Ullring - dated Jan. 21,1998
(k) Yoshihiko Wakumoto - dated Jan. 21,1998

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 30, 1998 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
* John Deutch	Director
* Denys Henderson	Director
* Andre Levy-Lang	Director
* William T. McCormick, Jr.	Director
* Didier Primat	Director

SIGNATURES (continued)

Name	Title
* -------------------- Nicolas Seydoux	Director
* -------------------- Linda G. Stuntz	Director
* -------------------- Sven Ullring	Director
* -------------------- Yoshihiko Wakumoto	Director

/s/ David S. Browning   March 30, 1998
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* By David S. Browning   Attorney-in-Fact

INDEX TO EXHIBITS	Exhibit	Page
Deed of Incorporation as last amended on April 28, 1997 incorporated by reference to Form 10-Q for the perod ended March 31, 1997.	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,incorporated by reference to Exhibit 10(b) to Form 10K for 1996	10(b)	-
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)	-
Schlumberger 1998 Stock Option Plan	10(g)	52
Subsidiaries	21	59
Consent of Independent Accountants	23	60
Powers of Attorney dated January 21, 1998:	24	
Don E. Ackerman (a)		61
D. Euan Baird (b)		62
John Deutch (c)		63
Denys Henderson (d)		64
Andre Levy-Lang (e)		65
William T. McCormick, Jr. (f)		66
Didier Primat (g)		67
Nicolas Seydoux (h)		68
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Yoshihiko Wakumoto (k)		71
Additional Exhibits:		
Form S-8 Undertakings	99	72

EXHIBIT 10(g)

SCHLUMBERGER 1998 STOCK OPTION PLAN
(As Established Effective January 21, 1998)

1. PURPOSE OF THE PLAN

This Stock Option Plan (the "Plan") is intended as an incentive to key employees of Schlumberger Limited (the "Company") and its subsidiaries. Its purposes are to retain employees with a high degree of training, experience and ability, to attract new employees whose services are considered unusually valuable, to encourage the sense of proprietorship of such persons and to stimulate the active interest of such persons in the development and financial success of the Company.

2. ADMINISTRATION OF THE PLAN

(a) The Board of Directors shall appoint and maintain a Compensation Committee (the "Committee") which shall consist of at least three (3) members of the Board of Directors, none of whom is an officer or employee of the Company, who shall serve at the pleasure of the Board. The Committee may from time to time grant incentive stock options and non-qualified stock options ("Stock Options") under the Plan to the persons described in Section 3 hereof. No member of such Committee shall be eligible to receive Stock Options under this Plan during his or her tenure on the Committee. Members of the Committee shall be subject to any additional restrictions necessary to satisfy the definition of "Non-Employee Director" as set forth in Rule 16b-3 under the United States Securities Exchange Act of 1934 (the "Act") as it may be amended from time to time.

(b) The Committee shall have full power and authority to interpret the provisions of the Plan and supervise its administration. All decisions and selections made by the Committee pursuant to the provisions of the Plan shall be made by a majority of its members. Any decision reduced to writing and signed by a majority of the members shall be fully effective as if adopted by a majority at a meeting duly held. Subject to the provisions of the Plan, the Committee shall have full and final authority to determine the persons to whom Stock Options hereunder shall be granted, the number of shares to be covered by each Stock Option except that no optionee may be granted options for more than 1,000,000 shares during the life of the Plan, and whether such Stock Option shall be designated an "incentive stock option" or a "non-qualified stock option."

(c) No member of the Committee shall be liable for anything done or omitted to be done by him or by her or any other member of the Committee in connection with the Plan, except for his or her own willful misconduct or as expressly provided by statute.

(d) If the exercise period of an outstanding Stock Option is continued following a holder's termination of employment due to retirement as provided in Section 5(c)(v), the Committee shall have the authority in its discretion to cause such option to be forfeited in the event that such holder engages in "detrimental activity" as described in Section 5(c)(v).

3. GRANTS OF STOCK OPTIONS

(a) The persons eligible for participation in the Plan as recipients of Stock Options shall include only employees of the Company or its subsidiary corporations as defined in Section 424(f) of the Internal Revenue Code of 1986 as amended from time to time (the "Code"), and hereinafter referred to as "subsidiaries" who are executive, administrative, professional or technical personnel who have responsibilities affecting the management, direction, development and financial success of the Company or its subsidiaries. No Director of the Company who is not also an employee is eligible to participate in the Plan, nor is any employee who owns directly or indirectly stock possessing more than five percent (5%) of the total combined voting power or value of all classes of stock of the Company or any subsidiary. An employee may receive more than one grant of Stock Options at the Committee's discretion including simultaneous grants of different forms of Stock Options.

(b) The Committee in granting Stock Options hereunder shall have discretion to determine the terms and conditions upon which such Stock Options may be exercisable. Each grant of a Stock Option shall be confirmed by an Agreement consistent with this Plan which shall be executed by the Company and by the person to whom such Stock Option is granted. All such Agreements shall contain a provision providing that the Stock Option shall not be exercisable unless the recipient remains in the employment of the Company or a subsidiary for a period of at least one (1) year from the date of any such Agreement, subject to the right of the Company or subsidiary to terminate such employment.

(c) For purposes of this Plan, employment with the Company shall include employment with any subsidiary of the Company, and Stock Options granted under this Plan shall not be affected by an employee's transfer of employment from the Company to a subsidiary, from a subsidiary to the Company or between subsidiaries.

(d) The purchase price of the shares as to which a Stock Option is exercised shall be paid in full at the time of the exercise subject to such rules, procedures and restrictions as the Committee may prescribe from time to time: (i) in cash or by certified check; (ii) by the delivery of shares of Schlumberger Common Stock with a fair market value (as determined according to Section 5(b) of the Plan) at the time of exercise equal to the total option price; or (iii) by a combination of the methods described in (i) and (ii).

4. SHARES SUBJECT TO THE PLAN

Subject to adjustment as provided in Section 8 hereof, there shall be subject to the Plan 12,000,000 shares of Common Stock, par value $0.01 per share, of the Company (the "Shares"). The Shares subject to the Plan shall consist of authorized and unissued shares or previously issued shares reacquired and held by the Company or any subsidiary. Should any Stock Option expire or be terminated prior to its exercise in full and prior to the termination of the Plan, the Shares theretofore subject to such Stock Option shall be available for further grants under the Plan. Until termination of the Plan, the Company and/or one or more subsidiaries shall at all times make available a sufficient number of Shares to meet the requirements of the Plan. After termination of the Plan, the number of Shares reserved for purposes of the Plan from time to time shall be only such number of Shares as are issuable under then outstanding Stock Options.

5. TERMS OF STOCK OPTIONS

(a) Stock Options granted under this Plan which are designated as "incentive stock options" may be granted with respect to any number of Shares, subject to the limitation that the aggregate fair market value of such Shares (determined in accordance with Section 5(b) of the Plan at the time the option is granted) with respect to which such options are exercisable for the first time by an employee during any one calendar year (under all such plans of the Company and any subsidiary of the Company) shall not exceed $100,000. To the extent that the aggregate fair market value of Shares with respect to which incentive stock options (determined without regard to this subsection) are exercisable for the first time by any employee during any calendar year (under all plans of the employer corporation and its parent and subsidiary corporations) exceeds $100,000, such options shall be treated as options which are not incentive stock options. No Stock Options shall be granted pursuant to the Plan after January 21, 2008.

(b) The purchase price of each Share subject to a Stock Option shall be determined by the Committee prior to granting a Stock Option. The Committee shall set the purchase price for each Share at either the fair market value (the "Fair Market Value") of each Share on the date the Stock Option is granted, or at such other price as the Committee in its sole discretion shall determine, but not less than one hundred percent (100%) of such Fair Market Value. After it is granted, no Stock Option may be amended to decrease the purchase price and no Stock Option may be granted in substitution for an outstanding Stock Option with a purchase price lower than the purchase price of an outstanding Stock Option. The Fair Market Value of a Share on a particular date shall be deemed to be the mean between the highest and lowest composite sales price per share of the Common Stock in the New York Stock Exchange Composite Transactions Quotations, as reported for that date, or, if there shall have been no such reported prices for that date, the reported mean price on the last preceding date on which a composite sale or sales were effected on one or more of the exchanges on which the Shares were traded shall be the Fair Market value.

(c)(i) Each Stock Option granted hereunder shall be exercisable in one or more installments (annual or other) on such date or dates as the Committee may in its sole discretion determine, and the terms of such exercise shall be set forth in the Stock Option Agreement covering the grant of the option, provided that no Stock Option may be exercised after the expiration of ten (10) years from the date such option is granted.

(ii) Except as provided in paragraph (e) below, the right to purchase Shares shall be cumulative so that when the right to purchase any Shares has accrued such Shares or any part thereof may be purchased at any time thereafter until the expiration or termination of the Stock Option.

(iii) At any time after the granting of any such Stock Option, the Committee may accelerate the installment exercise dates (subject, however, to any applicable limitations concerning options designated "incentive stock options").

(iv)(A) If the optionee's employment with the Company is terminated with the consent of the Company and provided such employment is not terminated for cause (of which the Committee shall be the sole judge), the Committee may permit such Stock Option to be exercised by such optionee at any time during the period of three (3) months after such termination, provided that such option may be exercised before expiration and within such three-month period only to the extent it was exercisable on the date of such termination.

(B) In the event an optionee dies while in the employ of the Company or dies after termination of employment but prior to the exercise in full of any Stock Option which was exercisable on the date of such termination, such option may be exercised before expiration of its term by the person or persons entitled thereto under the optionee's will or the laws of descent and distribution during the "Post-Death Exercise Period" (as hereinafter defined) to the extent exercisable by the optionee at the date of death. The Post-Death Exercise Period shall be a period commencing on the date of death and ending sixty (60) months after the date of death (or, if earlier, the date of termination of employment).

(C) If the optionee's employment with the Company is terminated without the consent of the Company for any reason other than the death of the optionee, or if the optionee's employment with the Company is terminated for cause, his or her rights under any then outstanding Stock Option shall terminate immediately. The Committee shall be the sole judge of whether the optionee's employment is terminated without the consent of the Company or for cause.

(v)(A) If the optionee's employment with the Company is terminated due to retirement (within the meaning of any prevailing pension plan in which such optionee is a participant), such Stock Option shall be exercisable by such optionee at any time during the period of sixty (60) months after such termination or the remainder of the option period, whichever is less, provided that such option may be exercised after such termination and before expiration only to the extent that it is exercisable on the date of such termination.

(B) In the event an optionee dies during such extended exercise period, such Stock Option may be exercised by the person or persons entitled thereto under the optionee's will or the laws of descent and distribution during the Post-Death Exercise Period to the extent exercisable by the optionee at the date of death and to the extent the term of the Stock Option has not expired within such Post-Death Exercise Period.

(c) Notwithstanding the foregoing, if at any time after termination due to retirement the optionee engages in "detrimental activity" (as hereinafter defined), the Committee in its discretion may cause the optionee's right to exercise such option to be forfeited. Such forfeiture may occur at any time subsequent to the date that is three (3) months after the optionee's termination of employment and prior to the actual delivery of shares pursuant to the exercise of such option. If an allegation of detrimental activity by an optionee is made to the Committee, the exercisability of the optionee's options will be suspended for up to two months to permit the investigation of such allegation. For purposes of this Section 5(c)(v), "detrimental activity" means activity that is determined by the Committee in its sole and absolute discretion to be detrimental to the interests of the Company or any of its subsidiaries, including but not limited to situations where such optionee: (1) divulges trade secrets of the company, proprietary data or other confidential information relating to the Company or to the business of the Company and any subsidiaries, (2) enters into employment with a competitor under circumstances suggesting that such optionee will be using unique or special knowledge gained as a Company employee to compete with the Company, (3) is convicted by a court of competent jurisdiction of any felony or of a crime involving moral turpitude, (4) uses information obtained during the course of his or her prior employment for his or her own purposes, such as for the solicitation of business, (5) is determined to have engaged (whether or not prior to termination due to retirement) in either gross misconduct or criminal activity harmful to the Company, or (6) takes any action that harms the business interests, reputation, or goodwill of the Company and/or its subsidiaries.

(vi) Notwithstanding the other provisions of this paragraph (c), in no event may a Stock Option be exercised after the expiration of ten (10) years from the date such Stock Option is granted.

(d) At the time of the grant of a Stock Option, the Committee may determine that the Shares covered by such option shall be restricted as to transferability. If so restricted, such Shares shall not be sold, transferred or disposed of in any manner, and such Shares shall not be pledged or otherwise hypothecated until the restriction expires by its terms. The circumstances under which any such restriction shall expire shall be determined by the Committee and shall be set forth in the Stock Option Agreement covering the grant of the option to purchase such Shares.

(e) The Committee shall designate whether a Stock Option is to be an "incentive stock option" for purposes of Section 422 of the Code.

6. ASSIGNABILITY OF STOCK OPTIONS

Stock Options granted under the Plan shall not be assignable or otherwise transferable by the recipient except by will or the laws of descent and distribution. Otherwise, Stock Options granted under this Plan shall be exercisable during the lifetime of the recipient (except as otherwise provided in the Plan or the applicable Agreement for Stock Options other than "incentive stock options") only by the recipient for his or her individual account, and no purported assignment or transfer of such Stock Options thereunder, whether voluntary or involuntary, by operation of law or otherwise, shall vest in the purported assignee or transferee any interest or right therein whatsoever but immediately upon any such purported assignment or transfer, or any attempt to make the same, such Stock Options thereunder shall terminate and become of no further effect.

7. TAXES

The Committee may make such provisions and rules as it may deem appropriate for the withholding of taxes in connection with any Stock Options granted under the Plan. An optionee, subject to such rules as the Committee may prescribe from time to time, may elect to satisfy all or any portion of the tax required to be withheld by the Company in connection with the exercise of such option by electing to have the Company withhold a number of shares having a Fair Market Value on the date of exercise equal to or less than the amount required to be withheld. An optionee's election pursuant to the preceding sentence must be made on or before the date of exercise and must be irrevocable.

8. REORGANIZATIONS AND RECAPITALIZATIONS OF THE COMPANY

(a) The existence of this Plan and Stock Options granted hereunder shall not affect in any way the right or power of the Company or its stockholders to make or authorize any or all adjustments, recapitalizations, reorganizations or other changes in the Company's capital structure or its business, or any merger or consolidation of the Company, or any issue of bonds, debentures, preferred or prior preference stocks ahead of or affecting the Shares or the rights thereof, or the dissolution or liquidation of the Company, or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar character or otherwise.

(b) Except as hereinafter provided, the issue by the Company of shares of stock of any class, or securities convertible into shares of stock of any class, for cash or property, or for labor or services, either upon direct sale or upon exercise of rights or warrants to subscribe therefor, or upon conversion of shares or obligations of the Company convertible into such shares or other securities, shall not affect, and no adjustment by reason thereof shall be made with respect to, the number of Shares subject to Stock Options granted hereunder.

(c) The Shares with respect to which Stock Options may be granted hereunder are shares of the Common Stock of the Company as presently constituted, but if, and whenever, prior to the delivery by the Company or a subsidiary of all of the Shares which are subject to the Stock Options or rights granted hereunder, the Company shall effect a subdivision or consolidation of shares or other capital readjustments, the payment of a stock dividend or other increase or reduction of the number of shares of the Common Stock outstanding without receiving compensation therefor in money, services or property, the number of Shares subject to the Plan shall be proportionately adjusted and the number of Shares with respect to which Stock Options granted hereunder may thereafter be exercised shall:

(i) in the event of an increase in the number of outstanding shares, be proportionately increased, and the cash consideration (if any) payable per Share shall be proportionately reduced; and

(ii) in the event of a reduction in the number of outstanding shares, be proportionately reduced, and the cash consideration (if any) payable per Share shall be proportionately increased.

(d) If the Company merges with one or more corporations, or consolidates with one or more corporations and the Company shall be the surviving corporation, thereafter, upon any exercise of Stock Options granted hereunder, the recipient shall, at no additional cost (other than the option price, if any) be entitled to receive (subject to any required action by stockholders) in lieu of the number of Shares as to which such Stock Options shall then be exercisable the number and class of shares of stock or other securities to which the recipient would have been entitled pursuant to the terms of the agreement of merger or consolidation, if immediately prior to such merger or consolidation the recipient had been the holder of record of the number of shares of Common Stock of the Company equal to the number of Shares as to which such Stock Options shall be exercisable. Upon any reorganization, merger or consolidation where the Company is not the surviving corporation or upon liquidation or dissolution of the Company, all outstanding Stock Options shall, unless provisions are made in connection with such reorganization, merger or consolidation for the assumption of such Stock Options, be canceled by the Company as of the effective date of any such reorganization, merger or consolidation, or of any dissolution or liquidation of the Company, by giving notice to each holder thereof or his or her personal representative of its intention to do so and by permitting the exercise during the thirty-day period next preceding such effective date of all Stock Options which are outstanding as of such date, whether or not otherwise exercisable.

9. REGISTRATION UNDER SECURITIES ACT OF 1933 AND EXCHANGE LISTING

It is intended that the Stock Options and Shares covered by the Plan will be registered under the Securities Act of 1933, as amended. At the time any Shares are issued or transferred to satisfy the exercise of a Stock Option granted under the Plan, such Shares will have been listed (or listed subject to notice of issuance) on the New York Stock Exchange.

10. REPORTS AND RETURNS

The appropriate officers of the Company shall cause to be filed any reports, returns or other information regarding the Stock Options granted hereunder or any Shares issued pursuant to the exercise thereof or a payment made hereunder, as may be required by Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, or any other applicable statute, rule or regulation.

11. PLAN TERM

The Plan shall be effective January 21, 1998, subject to approval within twelve (12) months from the effective date by the holders of a majority of the votes cast at a meeting. In the event the Plan is not so approved, the Plan shall automatically terminate and be of no further force or effect. No Stock Options shall be granted pursuant to this Plan after January 21, 2008.

12. AMENDMENT OR TERMINATION

The Board of Directors may amend, alter or discontinue the Plan at any time insofar as permitted by law, but no amendment or alteration shall be made without the approval of the stockholders:

(a) if, except as contemplated by Section 8 of the Plan, the amendment would permit the decrease of the purchase price of a Stock Option after the grant of the Stock Option or grant to the holder of an outstanding Stock Option, a new Stock Option with a lower purchase price in exchange for the outstanding Stock Option; or

(b) if and to the extent such amendment requires stockholder approval under Section 422 of the Code (or any successor provision).

No amendment of the Plan shall alter or impair any of the rights or obligations of any person, without his or her consent, under any option or right theretofore granted under the Plan.

13. GOVERNMENT REGULATIONS

Nothwithstanding any of the provisions hereof or of any Stock Option granted hereunder, the obligation of the Company or any subsidiary to sell and deliver Shares under such Stock Option or to make cash payments in respect thereto shall be subject to all applicable laws, rules and regulations and to such approvals by any governmental agencies or national securities exchanges as may be required, and the recipient shall agree that he will not exercise or convert any option granted hereunder, and that the Company or any subsidiary will not be obligated to issue any Shares or make any payments under any such option if the exercise thereof or if the issuance of such Shares or if the payment made shall constitute a violation by the recipient or the Company or any subsidiary of any provision of any applicable law or regulation of any governmental authority.

EXHIBIT 21

Significant Subsidiaries

Listed below are the significant first tier subsidiaries of the Registrant, along with the total number of active subsidiaries directly or indirectly owned by each as of December 31, 1997. 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)		* 33(a) ** 89(b) *** 5(c) 9(d)
SERVICES PETROLIERS SCHLUMBERGER France (a)		
SCHLUMBERGER INDUSTRIES, France (b)		
SCHLUMBERGER CANADA LIMITED, Ontario (d)		
SCHLUMBERGER PLC, U.K. (d)		
SCHLUMBERGER GmbH, Germany (d)		
AEG ZAHLER GmbH (b)		
OMNES B.V., Netherlands (c)		
OMNES S.A., France (c)		
SCHLUMBERGER ANTILLES N.V., Netherlands Antilles (a)		8(a)
SEDCO FOREX OFFSHORE INTERNATIONAL N.V. (LIMITED), Netherlands Antilles (a)		
SCHLUMBERGER OFFSHORE SERVICES N.V. (LIMITED), Netherlands Antilles (a)		
SCHLUMBERGER OILFIELD HOLDINGS LIMITED, B.V.I. (a)		**** 143(a) 3(d)
DOWELL SCHLUMBERGER CORPORATION, B.V.I. (a)		
SCHLUMBERGER HOLDINGS LIMITED, B.V.I. (d)		
SCHLUMBERGER OVERSEAS, S.A., Panama (a)		
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)	6(a) 7(b) ***** 2(c) 3(d)	1(a) 1(b)
SCHLUMBERGER TECHNOLOGIES, INC., Delaware (b)		
SCHLUMBERGER MALCO, INC. (b)		
SCHLUMBERGER RESOURCE MANAGEMENT SERVICES, INC., Delaware (b)		
SCHLUMBERGER COMMUNICATIONS, INC., Delaware (c)		
OMNES, Delaware (c)		
GECO A.S., Norway (a)		2(a)

* Includes four less-than 100% owned subsidiaries which are not named.

** Includes three 50% owned subsidiaries and nine other less-than 100% owned subsidiaries which are not named.

*** Includes two 50% owned subsidiaries, one of which is named.

**** Includes one 50% owned subsidiary and twelve other less-than 100% owned subsidiaries which are not named.

***** Includes one 50% owned subsidiary which is a named company.

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; 33-86424; 333-40227) of Schlumberger Limited of our report dated January 21, 1998 appearing on page 44 of this Form 10-K.

/s/ Price Waterhouse LLP

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Price Waterhouse LLP
New York, New York
March xx, 1998

EXHIBIT 24(a)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his or her signature as 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 1997, 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	William T. McCormick, Jr. Director
/s/ Don E. Ackerman	______________________
Don E. Ackerman Director	Didier Primat Director
______________________	______________________
John Deutch Director	Nicolas Seydoux Director
______________________	______________________
Denys Henderson Director	Linda G. Stuntz Director
______________________	______________________
Andre Levy-Lang Director	Sven Ullring Director

____

Yoshihiko Wakumoto
Director

Date: January 21, 1998

EXHIBIT 24(b)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his or her signature as 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 1997, 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	William T. McCormick, Jr. Director
Don E. Ackerman Director	Didier Primat Director
John Deutch Director	Nicolas Seydoux Director
Denys Henderson Director	Linda G. Stuntz Director
Andre Levy-Lang Director	Sven Ullring Director

Yoshihiko Wakumoto
Director

Date: January 21, 1998

EXHIBIT 24(c)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his or her signature as 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 1997, 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.

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

Yoshihiko Wakumoto
Director

Date: 12/18/97

EXHIBIT 24(d)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his or her signature as 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 1997, 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	William T. McCormick, Jr. Director
Don E. Ackerman Director	Didier Primat Director
John Deutch Director	Nicolas Seydoux Director
/s/ Denys Henderson Denys Henderson Director	Linda G. Stuntz Director
Andre Levy-Lang Director	Sven Ullring Director

Yoshihiko Wakumoto
Director

Date: January 21, 1998

EXHIBIT 24(e)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his or her signature as 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 1997, 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.

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

Yoshihiko Wakumoto
Director

Date: January 21, 1998

EXHIBIT 24(f)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his or her signature as 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 1997, 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/ William T. McCormick, Jr.
D. Euan Baird Director Chairman, President and Chief Executive Officer	William T. McCormick, Jr. Director
Don E. Ackerman Director	Didier Primat Director
John Deutch Director	Nicolas Seydoux Director
Denys Henderson Director	Linda G. Stuntz Director
Andre Levy-Lang Director	Sven Ullring Director

Yoshihiko Wakumoto
Director

Date: January 21, 1998

EXHIBIT 24(g)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his or her signature as 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 1997, 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	William T. McCormick, Jr. Director
Don E. Ackerman Director	/s/ Didier Primat Didier Primat Director
John Deutch Director	Nicolas Seydoux Director
Denys Henderson Director	Linda G. Stuntz Director
Andre Levy-Lang Director	Sven Ullring Director

Yoshihiko Wakumoto
Director

Date: January 21, 1998

EXHIBIT 24(h)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his or her signature as 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 1997, 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	William T. McCormick, Jr. Director
Don E. Ackerman Director	Didier Primat Director
John Deutch Director	/s/ Nicolas Seydoux Nicolas Seydoux Director
Denys Henderson Director	Linda G. Stuntz Director
Andre Levy-Lang Director	Sven Ullring Director

Yoshihiko Wakumoto
Director

Date: January 21, 1998

EXHIBIT 24(i)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his or her signature as 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 1997, 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	William T. McCormick, Jr. Director
Don E. Ackerman Director	Didier Primat Director
John Deutch Director	Nicolas Seydoux Director
Denys Henderson Director	/s/ Linda G. Stuntz Linda G. Stuntz Director
Andre Levy-Lang Director	Sven Ullring Director

Yoshihiko Wakumoto
Director

Date: January 21, 1998

EXHIBIT 24(j)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his or her signature as 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 1997, 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	William T. McCormick, Jr. Director
Don E. Ackerman Director	Didier Primat Director
John Deutch Director	Nicolas Seydoux Director
Denys Henderson Director	Linda G. Stuntz Director
Andre Levy-Lang Director	/s/ Sven Ullring Sven Ullring Director

Yoshihiko Wakumoto
Director

Date: January 21, 1998

EXHIBIT 24(k)

Power of Attorney

Each of the undersigned, in the capacity or capacities set forth below his or her signature as 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 1997, 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	William T. McCormick, Jr. Director
Don E. Ackerman Director	Didier Primat Director
John Deutch Director	Nicolas Seydoux Director
Denys Henderson Director	Linda G. Stuntz Director
Andre Levy-Lang Director	Sven Ullring Director

/s/ Yoshihiko Wakumoto

Yoshihiko Wakumoto
Director

Date: January 21, 1998

EXHIBIT 99

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; 33-86424, and 333-40227.

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.