# UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

-----

## FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION 12(B) OR (G) OF THE SECURITIES EXCHANGE ACT OF 1934

-----

PARKER DRILLING COMPANY (Exact name of registrant as specified in its charter)

DELAWARE 73-0618660 (State of incorporation or organization) (I.R.S. Employer Identification No.)

8 EAST THIRD STREET<br/>TULSA, OKLAHOMA74103(Address of principal executive offices)(Zip Code)

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

------

 Title of each class
 Name of each exchange on

 to be so registered
 which each class is to be registered

5 1/2% Convertible Subordinated Notes due 2004

New York Stock Exchange

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instructions A.(c)(1), please check the following box. []

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A.(c)(2), please check the following box. []

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

None (Title of Class)

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

## ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The material set forth in the section captioned "Description of the Notes" contained in the Registrant's Amendment No. 2 to Registration Statement on Form S-3 (Registration No. 333-30711) filed with the Securities and Exchange Commission (the "SEC") on July 21, 1997 and the material set forth in the section captioned "Description of the Notes" contained in the Registrant's Prospectus to be filed with the SEC pursuant to Rule 424(b) on July 22, 1997, are incorporated herein by reference.

The following Exhibit is filed with the SEC and The New York Stock Exchange, Inc.:

 Form of Indenture between the Company and Texas Commerce Bank National Association, Trustee is incorporated herein by reference to Exhibit 4.7 to the Registrant's Form S-3 Registration Statement (Registration No. 333-30711) filed with the SEC on July 3, 1997.

# SIGNATURE

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PARKER DRILLING COMPANY (Registrant)

By /s/ James J. Davis

Name: James J. Davis Title: Senior Vice President-Finance and Chief Financial Officer

-----

Date: July 21, 1997