

Registration No. 33-

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

NEWPARK RESOURCES, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

72-1123385
(I.R.S. Employer
Identification No.)

3850 NORTH CAUSEWAY BOULEVARD, SUITE 1770
METAIRIE, LOUISIANA
(Address of principal executive offices)

70002
(Zip Code)

AMENDED AND RESTATED NEWPARK RESOURCES, INC.
1988 INCENTIVE STOCK OPTION PLAN
(Full title of the Plan)

JAMES D. COLE, PRESIDENT
NEWPARK RESOURCES, INC.
3850 NORTH CAUSEWAY BOULEVARD, SUITE 1770
METAIRIE, LOUISIANA 70002
(Name and address of agent for service)

(504) 838-8222
(Telephone number, including area code, of agent for service)

Copy to:

HOWARD Z. BERMAN, ESQ.
ERVIN, COHEN & JESSUP
9401 WILSHIRE BOULEVARD, 9TH FLOOR
BEVERLY HILLS, CA 90212
(310) 273-6333

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT(*)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(*)	AMOUNT OF REGISTRATION FEE
Common Stock issuable under the Amended and Restated Newpark Resources, Inc. 1988 Incentive Stock Option Plan.....	350,000 shares**	\$20.25	\$7,087,500	\$2,440

(*) Calculated pursuant to Rule 457(h)(1).

(**) Represents the additional shares of Common Stock issuable as a result of the amendment of the Amended and Restated 1988 Incentive Stock Option Plan (the "1988 Plan") approved at the annual meeting of stockholders on June 28, 1995. The 650,000 shares originally authorized under the 1988 Plan have been previously registered on Forms S-8 (Registration Nos. 33-22291, 33-54060 and 33-83680).

EXPLANATORY NOTE: The shares of Common Stock being registered hereby represent the additional shares of Common Stock of Newpark Resources, Inc. ("Newpark") issuable as a result of the amendment of the Amended and Restated 1988 Incentive Stock Option Plan (the "1988 Plan") approved at the annual meeting of Newpark stockholders on June 28, 1995. The 100,000 shares originally authorized under the 1988 Plan (after giving effect to a one-for-ten reverse stock split effective July 18, 1990) have been previously registered on Form S-8 (Registration No. 33-22291), an additional 350,000 shares authorized upon the amendment and restatement of the 1988 Plan approved by the stockholders on July 16, 1992 have been previously registered on Form S-8 (Registration No. 33-54060) and an additional 200,000 shares authorized upon the amendment of the 1988 Plan approved by the stockholders on June 29, 1994 have been previously registered on Form S-8 (Registration No. 33-83680). The contents of such earlier registration statements are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Metairie, State of Louisiana, on September 13, 1995.

NEWPARK RESOURCES, INC.

By /S/ James D. Cole

James D. Cole, President and
Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James D. Cole and Matthew W. Hardey, and each of them, as true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all post-effective amendments to this Registration Statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURES -----	TITLE -----	DATE ----
/S/ James D. Cole ----- James D. Cole	President, Chief Executive Officer and Director	September 13, 1995
/S/ Philip S. Sassower ----- Philip S. Sassower	Chairman of the Board and Director	September 13, 1995
/S/ Matthew W. Hardey ----- Matthew W. Hardey	Vice President of Finance (Chief Financial and Accounting Officer)	September 13, 1995

(Signatures continued on following page)

SIGNATURES -----	TITLE -----	DATE -----
/S/ Dibo Attar ----- Dibo Attar	Director	September 13, 1995
/S/ Wm. Thomas Ballantine ----- Wm. Thomas Ballantine	Director	September 13, 1995
/S/ W.W. Goodson ----- W.W. Goodson	Director	September 13, 1995
/S/ Dr. Alan J. Kaufman ----- Dr. Alan J. Kaufman	Director	September 13, 1995
/S/ R. Michael Still ----- R. Michael Still	Director	September 13, 1995
/S/ James H. Stone ----- James H. Stone	Director	September 13, 1995

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----	SEQUENTIALLY NUMBERED PAGE -----
5.1	Opinion of Ervin, Cohen & Jessup.	
23.1	Consent of Deloitte & Touche LLP.	
23.2	Consent of Ernst & Young LLP.	
23.3	Consent of Ervin, Cohen & Jessup (included in Exhibit 5.1).	
24.1	Powers of Attorney (included on pages II-5 and II-6 hereof).	

Ref. Our File No.
00736-274

September 13, 1995

Newpark Resources, Inc.
3850 Causeway Boulevard
Suite 1770
Metairie, Louisiana 70002

Gentlemen:

We have acted as your counsel in connection with the preparation of a Registration Statement on Form S-8 to be filed with the Securities and Exchange Commission (the "Registration Statement") with respect to 350,000 shares of Common Stock Newpark Resources, Inc., a Delaware corporation ("Newpark"), issuable from time to time upon the exercise of stock options granted and to be granted pursuant to Newpark's Amended and Restated 1988 Incentive Stock Option Plan (the "Plan"). The foregoing shares of Common Stock are hereinafter referred to as the "Shares".

We have made such legal and factual examinations and inquiries as we deemed advisable for the purpose of rendering this opinion. Based upon our examinations and inquiries, it is our opinion that the Shares have been duly authorized by the Board of Directors of the Company and, when issued in accordance with the terms of Plan, and options granted pursuant thereto, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Ervin, Cohen & Jessup

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Newpark Resources, Inc. on Form S-8 of our report dated March 8, 1995, appearing in the Annual Report on Form 10-K of Newpark Resources, Inc. for the year ended December 31, 1994.

/s/ Deloitte & Touche LLP

DELOITTE & TOUCHE LLP
New Orleans, Louisiana

September 12, 1995

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated Newpark Resources, Inc. 1988 Incentive Stock Option Plan of our report dated March 3, 1993, with respect to the consolidated financial statements and schedule of Newpark Resources, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 1994, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

ERNST & YOUNG LLP

New Orleans, Louisiana
September 12, 1995