

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

ARABIAN SHIELD DEVELOPMENT COMPANY  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

75-1256622  
(I.R.S. Employer  
Identification No.)

10830 NORTH CENTRAL EXPRESSWAY, SUITE 175  
DALLAS, TEXAS  
(Address if Executive Officers)

75231  
(Zip Code)

STOCK OPTION PLAN OF ARABIAN SHIELD DEVELOPMENT COMPANY  
(Full Title of the Plan)

DREW WILSON, JR.  
SECRETARY AND TREASURER  
ARABIAN SHIELD DEVELOPMENT COMPANY  
10830 NORTH CENTRAL EXPRESSWAY  
SUITE 175  
DALLAS, TEXAS 75231  
(Name and address of agent for service)

(214) 692-7872  
(Telephone number, including area code, of agent for service)

With Copies To:

M. CHARLES JENNINGS, ESQ.  
LOCKE PURNELL RAIN HARRELL  
(A PROFESSIONAL CORPORATION)  
2200 ROSS AVENUE, SUITE 2200  
DALLAS, TEXAS 75201

CALCULATION OF REGISTRATION FEE

<TABLE>  
<CAPTION>

TITLE OF SECURITIES TO BE REGISTERED <S>	AMOUNT TO BE REGISTERED <C>	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1) <C>	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1) <C>	AMOUNT OF REGISTRATION FEE <C>
Common Stock, \$.10 Par Value	500,000 shares	\$2.5625	\$1,281,250	\$388.22

</TABLE>

(1) Estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended, solely for purposes of calculating the registration fee, based on the average of the high and low prices reported on the Nasdaq National Market on October 30, 1997.

PART I  
INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information specified by Item 1 and Item 2 of Part I of Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the introductory Note to Part I of Form S-8.

PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The documents set forth below are incorporated by reference in this

Registration Statement. All documents subsequently filed by Arabian Shield Development Company (the "Company") pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be part hereof from the date of filing of such documents.

1. The Company's Annual Report on Form 10-K for fiscal year ended December 31, 1996.
2. The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1997.
3. The Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1997.
4. The Company's Current Report on Form 8-K dated August 18, 1997.
5. The description of the Common Stock which is contained in the Company's Registration Statement on Form 10 dated April 29, 1972, as amended by an amendment thereto filed on June 27, 1972, filed pursuant to Section 12 of the Exchange Act, and all amendments thereto and reports which have been filed for the purpose of updating such description.

ITEM 4. DESCRIPTION OF SECURITIES.

Not Applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not Applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Subsection (a) of Section 145 of the Delaware General Corporation Law (the "DGCL") empowers a corporation to indemnify any director or officer, or former director or officer, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an

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action by or in the right of the corporation), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding provided that such director or officer acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, provided that such director or officer had no cause to believe his or her conduct was unlawful.

Subsection (b) of Section 145 of the DGCL empowers a corporation to indemnify any director or officer, or former director or officer, who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses actually and reasonably incurred in connection with the defense or settlement of such action or suit provided that such director or officer acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made in respect of any claim, issue or matter as to which such director or officer shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action was brought shall determine that despite the adjudication of liability such director or officer is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 145 of the DGCL further provides that to the extent a director or officer of a corporation has been successful in the defense of any action, suit or proceeding referred to in subsections (a) and (b) or in the defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith; that indemnification provided for in Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and that the corporation shall have power to purchase and maintain insurance on behalf of a director or officer of the corporation against any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her status as such whether or not the corporation would have the power to indemnify him or her against such liabilities under Section 145.

Article VIII of the Company's Bylaws, as amended, provides that the Company shall indemnify any director, officer or employee of the Company, or any former director, officer or employee, or any other person who may have served at the Company's request as a director, officer or employee of another

corporation in which the Company owns shares of capital stock or of which the Company is a creditor; provided, however, that such indemnification does not extend to matters as to which there is a final judgment that such director, officer or employee is liable for negligence or misconduct in the performance of his duties to the Company.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable.

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ITEM 8. EXHIBITS.

- 4.1 Certificate of Incorporation of the Company as amended through the Certificate of Amendment filed with the Delaware Secretary of State on January 29, 1993 (incorporated by reference to Exhibit 3(a) to the Company's Quarterly Report on Form 10-Q/A for the quarter ended September 30, 1994 (File No. 0-6247)).
- 4.2 Bylaws of the Company, as amended through July 6, 1994 (incorporated by reference to Exhibit 3(b) to the Company's Quarterly Report on Form 10-Q/A for the quarter ended September 30, 1994 (File No. 0- 6247)).
- 5.1 Opinion of Locke Purnell Rain Harrell (A Professional Corporation).
- 23.1 Consent of Grant Thornton LLP.
- 23.2 Consent of Price Waterhouse LLP.
- 23.3 Consent of Locke Purnell Rain Harrell (A Professional Corporation) (included in opinion filed as Exhibit 5.1).
- 24.1 Power of Attorney (included on the signature pages of this Registration Statement).
- 99.1 Stock Option Plan of Arabian Shield Development Company (incorporated by reference to Exhibit 10(e) to the Company's Quarterly Report on Form 10-Q/A for the quarter ended September 30, 1994 (File No. 0- 6247)).

ITEM 9. UNDERTAKINGS.

The Company hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered

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would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (5) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company 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 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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 Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas on November 5, 1997.

ARABIAN SHIELD DEVELOPMENT COMPANY

By: /s/ Drew Wilson, Jr.

-----  
Drew Wilson, Jr.  
Secretary and Treasurer

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of Hatem El-Khalidi, John A. Crichton and Drew Wilson, Jr., and each of them, his 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 and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all 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 on and about the premises as fully and 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 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.

<TABLE> <CAPTION>	SIGNATURE -----	TITLE -----	DATE -----
<S> /s/ Hatem El-Khalidi ----- Hatem El-Khalidi		<C> President, Chief Executive Officer and Director (Principal Executive Officer)	<C> November 5, 1997
 /s/ Drew Wilson, Jr. ----- Drew Wilson, Jr.		Secretary and Treasurer (Principal Financial and Accounting Officer)	November 5, 1997
 /s/ John A. Crichton ----- John A. Crichton		Chairman of the Board and Director	November 5, 1997
 ----- Mohammed O. Al-Omair		Director	November __, 1997
 /s/ Ghazi Sultan ----- Ghazi Sultan		Director	November 5, 1997

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INDEX TO EXHIBITS

<TABLE> <CAPTION>	Exhibit Number -----	Exhibit -----	Sequentially Numbered Page ----
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4.2		Bylaws of the Company, as amended through July 6, 1994 (incorporated by reference to Exhibit 3(b) to the Company's Quarterly Report on Form 10- Q/A for the quarter ended September 30, 1994 (File No. 0-6247))	
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23.3 Consent of Locke Purnell Rain Harrell (A  
Professional Corporation) (included in  
opinion filed as Exhibit 5.1)

</TABLE>

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<TABLE>

<S>

<C>

24.1 Power of Attorney (included on the  
signature pages of this Registration  
Statement)

99.1 Stock Option Plan of Arabian Shield  
Development Company (incorporated by  
reference to Exhibit 10(e) to the  
Company's Quarterly Report on Form 10-  
Q/A for the quarter ended September 30,  
1994 (File No. 0-6247))

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November 5, 1997

Arabian Shield Development Company  
10830 North Central Expressway  
Suite 175  
Dallas, Texas 75231

Re: Registration of 500,000 shares of Common Stock, par value \$.10  
per share, pursuant to a Registration Statement on Form S-8

Gentlemen:

We have acted as special counsel for Arabian Shield Development Company, a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to a Registration Statement on Form S-8 (the "Registration Statement"), of 500,000 shares of Common Stock, par value \$.10 per share, of the Company (the "Common Stock") to be offered to key employees of the Company pursuant to the Stock Option Plan of Arabian Shield Development Company (the "Option Plan").

Based upon our examination of such papers and documents and the investigation of such matters of law as we have deemed relevant or necessary in rendering this opinion, we hereby advise you that we are of the opinion that:

1. The Company is a corporation duly incorporated and validly existing in good standing under the laws of the State of Delaware.

2. Assuming, with respect to shares of Common Stock issued after the date hereof, (i) the receipt of proper consideration for the issuance thereof in excess of par value thereof, (ii) the availability of a sufficient number of shares of Common Stock authorized by the Company's Certificate of Incorporation, as amended, then in effect, (iii) compliance with the terms of any agreement entered into in connection with any options under the Option Plan, and (iv) no change occurs in the applicable law or the pertinent facts, the shares of Common Stock purchasable upon the exercise of any option granted under the Option Plan will upon issuance be duly authorized and validly issued, fully paid and non-assessable shares of Common Stock.

Arabian Shield Development Company  
November 5, 1997  
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We consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement filed by the Company with the Securities and Exchange Commission for the registration under the Securities Act of 500,000 shares of Common Stock of the Company covered by the Option Plan. By so consenting, we do not thereby admit that our firm's consent is required by Section 7 of the Securities Act.

Very truly yours,

LOCKE PURNELL RAIN HARRELL  
(A Professional Corporation)

By: /s/ M. Charles Jennings

-----  
M. Charles Jennings



CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated March 14, 1997 accompanying the consolidated financial statements of Arabian Shield Development Company and subsidiaries appearing in the 1996 Annual Report to stockholders incorporated by reference in the Company's Form 10-K for the year ended December 31, 1996. We consent to the incorporation by reference in the Registration Statement of the aforementioned report.

/s/ GRANT THORNTON LLP  
GRANT THORNTON LLP

Dallas, Texas  
October 17, 1997

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 25, 1996, which appears on page 15 of the 1996 Annual Report to Stockholders of Arabian Shield Development Company, which is incorporated by reference in Arabian Shield Development Company's Annual Report on Form 10-K for the year ended December 31, 1996.

/s/ Price Waterhouse LLP  
Price Waterhouse LLP  
Dallas, Texas  
October 16, 1997.