

SECURITIES AND EXCHANGE COMMISSION

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-3
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, SUITE 1770
METAIRIE, LOUISIANA 70002
(504) 838-8222
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

JAMES D. COLE, PRESIDENT
NEWPARK RESOURCES, INC.
3850 NORTH CAUSEWAY, SUITE 1770
METAIRIE, LOUISIANA 70002
(504) 838-8222
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

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

Approximate date of proposed sale to the public: As soon as practicable
after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant
to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant
to Rule 462(b) under the Securities Act, please check the following box and list
the Securities Act registration statement number of the earlier effective
registration statement for the same offering. _____

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under
the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering. _____

If delivery of the prospectus is expected to be made pursuant to Rule 434,
please check the following box.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR
DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL
FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION
STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF
THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME
EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A),
MAY DETERMINE.

This Post-Effective Amendment No. 2 is being filed to amend the Registration Statement on Form S-3 (No. 333-65411) filed with the Securities and Exchange Commission (the "Commission") on October 7, 1998 (the "Registration Statement"), pursuant to which Newpark Resources, Inc., a Delaware corporation (the "Registrant"), registered 1,473,673 shares of its common stock, \$0.01 par value ("Common Stock"), on behalf of the selling stockholders named therein (the "Selling Stockholders"). The Commission declared the Registration Statement effective on October 14, 1998.

Pursuant to the terms of the registration rights agreements entered into between the Registrant and each of the Selling Stockholders, the Registrant's obligation to maintain the effectiveness of the Registration Statement has expired. Accordingly, this Post-Effective Amendment No. 2 is being filed to deregister the 1,287,713 shares of Common Stock which remain unsold by the Selling Stockholders as of the date of this Post-Effective Amendment No. 1.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certified that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Metairie, State of Louisiana on January 7, 2000.

NEWPARK RESOURCES, INC.

By /s/ James D. Cole

James D. Cole, Chairman of the Board,
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
----- /s/ James D. Cole ----- James D. Cole	Chairman of the Board, President and Chief Executive Officer	January 7, 2000
----- Matthew W. Hardey* ----- Matthew W. Hardey	Vice President of Finance and Chief Financial Officer	January 7, 2000
----- Wm. Thomas Ballantine* ----- Wm. Thomas Ballantine	Executive Vice President and Director	January 7, 2000
----- Dibo Attar* ----- Dibo Attar	Director	January 7, 2000
----- W.W. Goodson* ----- W. W. Goodson	Director	January 7, 2000
----- David P. Hunt* ----- David P. Hunt	Director	January 7, 2000
----- Dr. Alan J. Kaufman* ----- Dr. Alan J. Kaufman	Director	January 7, 2000
----- James H. Stone* ----- James H. Stone	Director	January 7, 2000

*By: /s/ James D. Cole

James D. Cole as Attorney-In-Fact