

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)

Octel Corp.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

657727101

(CUSIP Number)

Jeffrey S. Halis
10 East 50th Street
New York, New York 10022
(212) 588-9697

with a copy to:
Robert G. Minion, Esq.
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2500

(Name, Address and Telephone Number of Persons
Authorized to Receive Notices and Communications)

July 30, 1999

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Cusip No.657727101

- 1) Names of Reporting Persons/I.R.S. Identification Nos. of Above
Persons (entities only):

Jeffrey S. Halis

- 2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) Not
(b) Applicable

- 3) SEC Use Only

- 4) Source of Funds (See Instructions): WC

- 5) Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e):

Not Applicable

- 6) Citizenship or Place of Organization: United States

Number of	7) Sole Voting Power:	1,223,752*

Shares Beneficially	8) Shared Voting Power:	
Owned by		
Each Reporting	9) Sole Dispositive Power:	1,223,752*

Person With:	10) Shared Dispositive Power:	

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,223,752*

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions):

Not Applicable

13) Percent of Class Represented by Amount in Row (11): 8.8%*

14) Type of Reporting Person (See Instructions): IA

* 553,323 shares (4.0%) of Octel Corp. common stock are owned by Tyndall Partners, L.P., a Delaware limited partnership ("Tyndall"). 431,269 shares (3.1%) of Octel Corp. common stock are owned by Tyndall Institutional Partners, L.P., a Delaware limited partnership ("Tyndall Institutional"). 43,260 shares (0.3%) of Octel Corp. common stock are owned by Madison Avenue Partners, L.P., a Delaware limited partnership ("Madison"). 195,900 shares (1.4%) of Octel Corp. common stock are owned by Halo International, Ltd., a company organized under the laws of the Cayman Islands ("Halo International"). Pursuant to the Agreement of Limited Partnership of each of Tyndall, Tyndall Institutional and Madison and the Investment Management Agreement of Halo International, Jeffrey S. Halis possesses sole voting and investment control over all securities owned by each of Tyndall, Tyndall Institutional, Madison, and Halo International, respectively. Jeffrey S. Halis' interest in the shares set forth herein is limited to the extent of his pecuniary interest, if any, in Tyndall, Tyndall Institutional, Madison and Halo International, respectively. See Item 5 for further information on the computation of percentages set forth herein.

Item 5. Interest in Securities of the Issuer.

Based upon the Quarterly Report of Octel Corp. for the fiscal quarter ended on March 31, 1999, as of April 30, 1999 there were issued and outstanding 13,911,534 shares of common stock of Octel Corp. As of July 30, 1999, Tyndall Partners, L.P. owned 553,323 of such shares, or 4.0% of those outstanding, Tyndall Institutional Partners, L.P. owned 431,269 of such shares, or 3.1% of those outstanding, Madison Avenue Partners, L.P. owned 43,260 of such shares, or 0.3% of those outstanding, and Halo International, Ltd. owned 195,900 of such shares, or 1.4% of those outstanding. Jeffrey Halis possesses sole power to vote and direct the disposition of all shares of common stock of Octel Corp. owned by each of Tyndall Partners, L.P., Tyndall Institutional Partners, L.P., Madison Avenue Partners, L.P. and Halo International, Ltd. During the sixty days preceding the date of event which requires filing of this statement, the following transactions were effected in distributions to withdrawing partners and in ordinary brokers transactions: A. Tyndall Partners, L.P.

Date	Quantity	Price	Transaction Type
	(Purchases)		
	NONE		
	(Sales)		
July 22, 1999	3,000	\$12.86	Open Market
July 23, 1999	1,000	\$12.82	Open Market
July 30, 1999	39,077	\$12.31	Distribution to withdrawing partner

B. Tyndall Institutional Partners, L.P.

Date	Quantity	Price	Transaction Type
	NONE		
	(Sales)		
July 1, 1999	6,431	\$12.50	Distribution to withdrawing partner

C. Madison Avenue Partners, L.P.

Date	Quantity	Price	Transaction Type
	(Purchases)		
	NONE		
	(Sales)		
July 2, 1999	10,000	\$12.91	Open Market
July 8, 1999	12,500	\$12.57	Open Market
July 30, 1999	13,940	\$12.31	Distribution to withdrawing partner

D. Halo International, Ltd.

Date	Quantity	Price	Transaction Type
	(Purchases)		
	NONE		
	(Sales)		
June 28, 1999	1,200	\$12.82	Open Market
June 29, 1999	4,000	\$12.82	Open Market
June 30, 1999	10,000	\$12.82	Open Market
July 8, 1999	37,500	\$12.57	Open Market

July 12, 1999
July 13, 1999

10,000
300

\$13.20
\$13.32

Open Market
Open Market

Signature

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

August 9, 1999

/s/ Jeffrey S. Halis
Jeffrey S. Halis, as a member
of Jeffrey Management, L.L.C.,
a general partner of Halo
Capital Partners, L.P., the
general partner of each of
Tyndall Partners, L.P.,
Tyndall Institutional Partners,
L.P., and Madison Avenue Part-
ners, L.P.

/s/ Jeffrey S. Halis
Jeffrey S. Halis, as a member
of Jemi Management, L.L.C.,
the Investment Manager for Halo
International, Ltd.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE
FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).