

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
SCHEDULE 13D
(Amendment No. 3)
Under the Securities Exchange Act of 1934

OCTEL CORP.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

67572710

(CUSIP Number)

Jeffrey S. Halis
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with a copy to:
Robert G. Minion, Esq.
Lowenstein Sandler PC
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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 19, 1998

(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), Section 240.13d-1(f) or Section 240.13d-1(g), check the following box. []

Note: Schedules filed in proper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 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).

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 Shares Beneficially Owned by Each Reporting Person With:
7) Sole Voting Power: 1,754,600*

8) Shared Voting Power: 0

9) Sole Dispositive Power: 1,754,600*

10) Shared Dispositive Power: 0

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,754,600*

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): 12.5%*

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

* 860,500 shares (6.1%) of Octel Corp. common stock are owned by Tyndall Partners, L.P., a Delaware limited partnership. 437,700 shares (3.1%) of Octel Corp. common stock are owned by Tyndall Institutional Partners, L.P., a Delaware limited partnership. 117,500 shares (0.8%) of Octel Corp. common stock are owned by Madison Avenue Partners, L.P., a Delaware limited partnership. 338,900 shares (2.4%) of Octel Corp. common stock are owned by Halo International, Ltd., a company organized under the laws of the Cayman Islands. Pursuant to the Agreement of Limited Partnership of each of Tyndall Partners, L.P., Tyndall Institutional Partners, L.P., and Madison Avenue Partners, L.P. and the Investment Management Agreement of Halo International, Ltd., Jeffrey S. Halis possesses sole voting and investment control over all securities owned by each of Tyndall Partners, L.P., Tyndall Institutional Partners, L.P., Madison Avenue Partners, L.P., and Halo International, Ltd., 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 information set forth in Octel Corp.'s Form 10-Q for the fiscal quarter ended September 30, 1998, as of October 31, 1998, there were 14,027,325 shares of Octel Corp. common stock issued and outstanding. As of November 19, 1998, Tyndall Partners, L.P. owned 860,500 of such shares, or 6.1% of those outstanding, Tyndall Institutional Partners, L.P. owned 437,700 of such shares, or 3.1% of those outstanding, Madison Avenue Partners, L.P. owned 117,500 of such shares, or 0.8% of those outstanding, and Halo International, Ltd. owned 338,900 of such shares, or 2.4% 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. The following table details the transactions by each of Tyndall Partners, L.P., Tyndall Institutional Partners, L.P., Madison Avenue Partners, L.P. and Halo International, Ltd. in shares of common stock of Octel Corp. during the past sixty days (each of which were effected in an ordinary brokers transaction):

A. Tyndall Partners, L.P.

Date	Quantity	Price
	(Purchases)	
November 19, 1998	9,400	\$13.25
	(Sales)	
	NONE	

B. Tyndall Institutional Partners, L.P.

Date	Quantity	Price
November 17, 1998	5,500	\$13.36
November 18, 1998	28,500	13.19
November 19, 1998	75,600	13.25
	(Sales)	
	NONE	

C. Madison Avenue Partners, L.P.

Date	Quantity	Price
	(Purchases)	
	NONE	
	(Sales)	
	NONE	

D. Halo International, Ltd.

Date	Quantity	Price
	(Purchases)	
	NONE	
	(Sales)	
	NONE	

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 25, 1998

/s/Jeffrey S. Halis

Jeffrey S. Halis, as 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 Partners, L.P. and 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).