

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 6)*

Borden, Inc.

(Name of Issuer)

Common Stock, par value \$.625 per share

(Title of Class of Securities)

09959 3 10 2

(CUSIP Number)

Henry R. Kravis, KKR Associates, Whitehall Associates, L.P. c/o Kohlberg Kravis
Roberts & Co.
9 West 57th Street, New York, N.Y. 10019 (212) 750-8300

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

January 1, 1995

(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 Rule 13d-1(b)(3) or (4), check the following box .

Check the following box if a fee is being paid with the statement . (A
fee is not required only if the reporting person: (1) has a previous statement
on file reporting beneficial ownership of more than five percent of the class
of securities described in Item 1; and (2) has filed no amendment subsequent
thereto reporting beneficial ownership of five percent or less of such class.)
(See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed
with the Commission. See Rule 13d-1(a) 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).

SCHEDULE 13D

CUSIP No. 09959 3 10 2

Page 2 of ___ Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BORDEN ACQUISITION CORP.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /___/

(b) /___/

3 SEC USE ONLY

4 SOURCE OF FUNDS*

(see item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) /___/

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

7 SOLE VOTING POWER

NUMBER OF
SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY
EACH 0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* /___/

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE AND THE SIGNATURE ATTESTATION

SCHEDULE 13D

CUSIP No. 09959 3 10 2

Page 3 of ___ Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

KKR ASSOCIATES

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /___/
(b) /___/

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF, 00 (see item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) /___/

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF SHARES 118,269,307

BENEFICIALLY OWNED BY EACH REPORTING PERSON 8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

118,269,307

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
118,269,307

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* /___/

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
69.6

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE AND THE SIGNATURE ATTESTATION

SCHEDULE 13D

CUSIP No. 09959 3 10 2

Page 4 of ___ Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

WHITEHALL ASSOCIATES, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /___/
(b) /___/

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00 (see item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) /___/

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES 115,351,958

8 SHARED VOTING POWER

OWNED BY
EACH 0

REPORTING
PERSON 9 SOLE DISPOSITIVE POWER

115,351,958

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
115,351,958

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* /___/

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
67.9

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE AND THE SIGNATURE ATTESTATION

The Statement on Schedule 13D of the persons named on the cover page hereof filed on October 3, 1994, as amended (the "Schedule"), is hereby amended and supplemented as follows (capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Schedule):

Item 2. Identity and Background.

The fifth paragraph of the response to Item 2 is amended in its entirety and is replaced by the following:

Messrs. Henry R. Kravis, George R. Roberts, Robert I. MacDonnell, Paul E. Raether, Michael W. Michelson, Saul A. Fox, James H. Greene, Jr., Michael T. Tokarz, Clifton S. Robbins, Scott M. Stuart, Perry Golkin and Edward A. Gilhuly are the general partners of KKR Associates. Messrs. Kravis, Roberts, MacDonnell, Raether, Michelson, Fox, Greene, Tokarz, Robbins, Stuart, Golkin and Gilhuly are each United States citizens, and the present principal occupation or employment of each is as a general partner of Kohlberg Kravis Roberts & Co. ("KKR"), a private investment firm, the addresses of which are 9 West 57th Street, New York, New York 10019, and 2800 Sand Hill Road, Suite 200, Menlo Park, California 94025. The business address of Messrs. Kravis, Raether, Tokarz, Robbins, Stuart, Golkin is 9 West 57th Street, New York, New York 10019; the business address of Messrs. Roberts, MacDonnell, Michelson, Gilhuly, Fox and Greene is 2800 Sand Hill Road, Suite 200, Menlo Park, California 94025.

Item 5. Interest in Securities of the Issuer.

The first and second paragraphs of the response to Item 5(a) and (b) are amended in their entirety to read as follows:

As of January 5, 1995, under the definition of "beneficial ownership" as set forth in Rule 13d-3 under the Securities and Exchange Act of 1934, as amended, Whitehall Associates beneficially owns 115,351,958 shares of Common Stock, constituting approximately 67.9% of the outstanding shares of Common

Stock (based on the number of shares of Common Stock represented by the Issuer to be outstanding as of December 30, 1994) after giving effect to the consummation of the Offer and the exercise of the Option.

KKR Partners II, L.P., which beneficially owns 2,917,349 shares of Common Stock, constituting 1.7% of the outstanding shares of Common Stock, and Whitehall Associates, acting through their sole general partner, KKR Associates, have the power to vote and dispose of the Shares owned by them. As a result, KKR Associates may be deemed to beneficially own any Shares beneficially owned by Whitehall Associates and KKR Partners II, L.P. Each of Messrs. Kravis, Roberts, MacDonnell, Raether, Michelson, Fox, Greene, Tokarz, Robbins, Stuart, Golkin and Gilhuly, the general partners of KKR Associates, has shared power to vote or direct the vote, and to dispose of or direct the disposition of, any Shares deemed to be beneficially owned by KKR Associates. As a result, each of the general partners of KKR Associates may be deemed to beneficially own any Shares that KKR Associates may be deemed to beneficially own. Sub did not acquire any shares of Common Stock pursuant to the Offer, the Option or otherwise.

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.

KKR ASSOCIATES

By:/s/ Henry R. Kravis
Name: Henry R. Kravis
Title: General Partner

WHITEHALL ASSOCIATES, L.P.
By KKR Associates
General Partner

By:/s/ Henry R. Kravis

Name: Henry R. Kravis
Title: General Partner

BORDEN ACQUISITION CORP.

By:/s/ Scott M. Stuart
Name: Scott M. Stuart
Title: Vice President

DATED: January 5, 1995