

HALLIBURTON CO
Form 4
April 28, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LESAR DAVID J

(Last) (First) (Middle)

1401 MCKINNEY, SUITE 2400

(Street)

HOUSTON, TX 77010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HALLIBURTON CO [HAL]

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman, Pres. and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | | 900 D \$ 46.66 | 1,028,099 | D |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | | 100 D \$ 46.7 | 1,027,999 | D |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | | 633 D \$ 46.72 | 1,027,366 | D |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | | 6,100 D \$ 46.74 | 1,021,266 | D |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | | 100 D \$ 46.6 | 1,021,166 | D |

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| | | | | | | | |
|--------------|------------|------------------------|-------|---|----------|-----------|---|
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 800 | D | \$ 46.62 | 1,020,366 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 2,800 | D | \$ 46.67 | 1,017,566 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 2,100 | D | \$ 46.68 | 1,015,466 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 2,100 | D | \$ 46.68 | 1,015,466 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 1,400 | D | \$ 46.69 | 1,014,066 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 1,500 | D | \$ 46.7 | 1,012,566 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 800 | D | \$ 46.71 | 1,011,766 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 46.72 | 1,011,566 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 7,000 | D | \$ 46.73 | 1,004,566 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 1,800 | D | \$ 46.75 | 1,002,766 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 1,300 | D | \$ 46.76 | 1,001,466 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 46.81 | 1,001,166 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 163 | D | \$ 46.86 | 1,001,003 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 46.44 | 1,000,903 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 46.46 | 1,000,803 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 46.52 | 1,000,703 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 800 | D | \$ 46.57 | 999,903 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 46.59 | 999,703 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 700 | D | \$ 46.6 | 999,003 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 46.61 | 998,703 | D |
| | 04/24/2008 | <u>S⁽¹⁾</u> | 522 | D | | 998,181 | D |

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| | | | | | | | |
|--------------|------------|--|------------------|-----|---|----------|-----------|
| Common Stock | | | | | | \$ 46.62 | |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | 200 | D | \$ 46.63 | 997,981 D |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | 400 | D | \$ 46.64 | 997,581 D |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | 400 | D | \$ 46.65 | 997,181 D |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | 100 | D | \$ 46.66 | 997,081 D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Option to Buy Common Stock | \$ 19.31 | 04/24/2008 | | M | 42,000 | 12/02/2004 12/02/2014 | Common Stock 42,000 |
| Option to Buy Common Stock | \$ 22.04 | 04/24/2008 | | M | 66,666 | 03/03/2005 03/03/2015 | Common Stock 66,666 |
| Option to Buy Common Stock | \$ 36.9 | | | | | 12/05/2007 12/05/2017 | Common Stock 110,700 |
| Option to Buy Common Stock | \$ 33.17 | | | | | 12/06/2006 12/06/2016 | Common Stock 348,699 |

Option to
Buy
Common
Stock

\$ 32.39

12/07/2005 12/07/2015

Common
Stock 180,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LESAR DAVID J 1401 MCKINNEY SUITE 2400 HOUSTON, TX 77010 | X | | Chairman, Pres. and CEO | |

Signatures

Robert L. Hayter, by Power of Attorney
04/28/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 29, 2008.
- (2) Options were disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by Reporting Person on February 29, 2008.

Remarks:

THIS FORM 4 IS THE 3RD OF 4 FORMS 4 BEING FILED TO REPORT TRANSACTIONS THAT OCCURRED ON APR

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.