

GIBSON JOHN W JR
 Form 4
 January 04, 2005

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 *
GIBSON JOHN W JR

(Last) (First) (Middle)
 4318 ORCHARD CHASE CT
 (Street)

KATY, X1 77450

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/30/2004

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)
 Former CEO Energy Ser Grp

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/30/2004		M	(A) or (D)	119,970 <u>(1)</u>	A	<u>(2)</u> 155,885 D
Common Stock	12/30/2004		S	(A) or (D)	119,970 <u>(3)</u>	D	\$ 39.21 155,885 D

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

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SEC 1474
 (9-02)

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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 or Number of Shares
Option to Buy Common Stock	\$ 26.03	12/30/2004		M		32,940		01/02/2004	01/02/2014	Common Stock	32,940
Option to Buy Common Stock	\$ 26.875	12/30/2004		M		34,000		10/04/1996	10/04/2006	Common Stock	34,000
Option to Buy Common Stock	\$ 29.5625	12/30/2004		M		24,000		12/04/1996	12/04/2006	Common Stock	24,000
Option to Buy Common Stock	\$ 28.125	12/30/2004		M		12,000		12/02/1998	12/02/2009	Common Stock	12,000
Option to Buy Common Stock	\$ 34.75	12/30/2004		M		39,000		12/06/2000	12/06/2010	Common Stock	39,000
Option to Buy Common Stock	\$ 31.55	12/30/2004		M		21,938		07/19/2001	07/19/2011	Common Stock	21,938

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIBSON JOHN W JR 4318 ORCHARD CHASE CT KATY, X1 77450			Former CEO Energy Ser Grp	

Signatures

John W. Gibson,
Jr.

01/04/2005

__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).

- Reporting person's employment and position as an officer was terminated as of December 2, 2004. Reporting person is filing this Form 4
- (1) voluntarily to report post-termination transactions. Filing person is not aware of any pre-termination matchable transactions. This number includes the aggregate of all employee stock options exercised on 12/30/2004.
 - (2) Shares acquired at exercise prices of employee stock options (\$26.875, \$29.5625, \$28.125, \$34.75, \$31.55)
 - (3) Share were sold in a broker-assisted cashless exercise pursuant to procedures put in place by issuer.
 - (4) Options expired for non-exercised underlying shares of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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