

HALLIBURTON CO
Form 4
December 06, 2004

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 *
SMITH DAVID RICH

(Last) (First) (Middle)

HALLIBURTON COMPANY, 2101
CITY WEST BLVD. BLDG., 1 STE.
200

(Street)

HOUSTON, TX 77042

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2004

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)
Vice President - Tax

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 (A) or (D) Price		
Common Stock	12/02/2004		A		2,500 (1) \$ 38.61 (2)	33,028	D
Common Stock	12/02/2004		A		0.301 (3) \$ 41.35	426.797	I Master Trust

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	\$ 38.61	12/02/2004		A	2,400 (4)	12/02/2004 ⁽⁵⁾ 12/02/2014	Common Stock 2,400
Option to Buy Common Stock	\$ 26.03					01/02/2004 01/02/2014	Common Stock 5,000
Option to Buy Common Stock	\$ 28.125					12/02/1999 12/02/2008	Common Stock 12,000
Option to Buy Common Stock	\$ 39.5					12/02/2000 12/02/2009	Common Stock 10,500
Option to Buy Common Stock	\$ 31.55					04/01/2003 07/19/2011	Common Stock 12,375
Option to Buy Common Stock	\$ 39.55					02/23/2002 02/23/2011	Common Stock 10,500
Option to Buy Common Stock	\$ 21.9					04/01/2003 10/01/2011	Common Stock 12,375
Option to Buy Common Stock	\$ 38.875					11/20/1998 11/20/2007	Common Stock 7,600

Option to Buy Common Stock	\$ 38.8125	01/15/1999	01/15/2008	Common Stock	8,411
Option to Buy Common Stock	\$ 40.8125	01/15/2000	01/15/2008	Common Stock	8,410
Option to Buy Common Stock	\$ 36.8125	07/15/1998	01/15/2008	Common Stock	8,411
Option to Buy Common Stock	\$ 12.27	04/01/2003	01/02/2012	Common Stock	12,375
Option to Buy Common Stock	\$ 16.76	04/01/2003	04/01/2012	Common Stock	12,375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH DAVID RICH HALLIBURTON COMPANY 2101 CITY WEST BLVD. BLDG., 1 STE. 200 HOUSTON, TX 77042			Vice President - Tax	

Signatures

Michael A. Weberpal, by Power of Attorney
12/06/2004

__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) Shares awarded pursuant to the Halliburton Company 1993 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- (2) On December 2, 2004, the closing price of Halliburton Company Common Stock on the New York Stock Exchange was \$38.61.
- (3) Reporting Person's beneficial interest in 426,797 shares of Halliburton Company Common Stock by the Halliburton Company Employee Benefit Master Trust No. 3, which shares are 100% vested.
- (4) Stock Options awarded pursuant to the Halliburton Company 1993 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.

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- (5) The options granted become exercisable on each of the first, second and third anniversaries of the grant in cumulative increments of one-third each of the number of shares subject to the option.

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.