

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 (A) or Price (D)		
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.

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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 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.

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