

HALLIBURTON CO
Form 4
December 06, 2006

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)
12/05/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 12/05/2006 | | D | 265 ⁽¹⁾ D \$ 33.53 | 69,251 ⁽²⁾ | D | |
| Common Stock | 12/05/2006 | | A | 8.34 A \$ 33.74 | 859.98 ⁽³⁾ | I | Master Trust |

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

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(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) | 8. Pr Deri Secu (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Buy Common Stock | \$ 32.39 <u>(4)</u> | | | | | 12/07/2005 | 12/07/2015 | Common Stock | 3,800 <u>(5)</u> |
| Option to Buy Common Stock | \$ 13.02 <u>(4)</u> | | | | | 01/02/2004 | 01/02/2014 | Common Stock | 6,666 |
| Option to Buy Common Stock | \$ 15.78 <u>(4)</u> | | | | | 04/01/2003 | 07/19/2011 | Common Stock | 6,186 <u>(5)</u> |
| Option to Buy Common Stock | \$ 10.95 <u>(4)</u> | | | | | 04/01/2003 | 10/01/2011 | Common Stock | 6,186 <u>(5)</u> |
| Option to Buy Common Stock | \$ 6.14 <u>(4)</u> | | | | | 04/01/2003 | 01/02/2012 | Common Stock | 6,186 <u>(5)</u> |
| Option to Buy Common Stock | \$ 8.38 <u>(4)</u> | | | | | 04/01/2003 | 04/01/2012 | Common Stock | 6,186 <u>(5)</u> |
| Option to Buy Common Stock | \$ 19.31 <u>(4)</u> | | | | | 12/02/2004 | 12/02/2014 | Common Stock | 4,800 <u>(5)</u> |
| Option to Buy Common | \$ 19.75 <u>(4)</u> | | | | | 12/02/2000 | 12/02/2009 | Common Stock | 21,000 <u>(5)</u> |

Stock

Option to

Buy \$ 19.78

Common (4)

Stock

02/23/2002 02/23/2011 Common 21,000
Stock (5)

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

Robert L. Hayter, by Power of
Attorney

12/06/2006

__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).

- Shares transferred to Halliburton Company for payment for Federal tax withholding obligations on lapse of restrictions on shares issued
- (1) under the 1993 Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.
 - (2) The number of derivative securities has been adjusted to reflect a 2-for-1 stock split on July 17, 2006.
 - (3) The number of indirect shares held in the Master Trust has been adjusted to reflect a 2-for-1 stock split on July 17, 2006.
 - (4) Exercise price has been adjusted to reflect a 2-for-1 stock split on July 17, 2006.
 - (5) The number of derivative securities has been adjusted to reflect a 2-for-1 stock split on July 17, 2006.

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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