

HALLIBURTON CO
Form 4
February 01, 2008

FORM 4

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

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lane Andrew R

(Last) (First) (Middle)

1401 MCKINNEY STREET, 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)

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 ____X____ Other (specify
below) below)

Retired EVP and COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/01/2008		S	100	D \$ 33.55 178,197	D	
Common Stock	02/01/2008		S	200	D \$ 33.545 177,997	D	
Common Stock	02/01/2008		S	400	D \$ 33.54 177,597	D	
Common Stock	02/01/2008		S	100	D \$ 33.539 177,497	D	
Common Stock	02/01/2008		S	200	D \$ 33.53 177,297	D	

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Common Stock	02/01/2008	S	2,500	D	\$ 33.52	174,797	D
Common Stock	02/01/2008	S	100	D	\$ 33.515	174,697	D
Common Stock	02/01/2008	S	2,600	D	\$ 33.51	172,097	D
Common Stock	02/01/2008	S	200	D	\$ 33.505	171,897	D
Common Stock	02/01/2008	S	14,737	D	\$ 33.5	157,160	D
Common Stock	02/01/2008	S	1,200	D	\$ 33.495	155,960	D
Common Stock	02/01/2008	S	7,600	D	\$ 33.49	155,200	D
Common Stock	02/01/2008	S	2,800	D	\$ 33.485	152,400	D
Common Stock	02/01/2008	S	1,100	D	\$ 33.48	151,300	D
Common Stock	02/01/2008	S	2,800	D	\$ 33.47	148,500	D
Common Stock	02/01/2008	S	200	D	\$ 33.465	148,300	D
Common Stock	02/01/2008	S	800	D	\$ 33.46	147,500	D
Common Stock	02/01/2008	S	600	D	\$ 33.45	146,900	D
Common Stock	02/01/2008	S	800	D	\$ 33.44	146,100	D
Common Stock	02/01/2008	S	100	D	\$ 33.435	146,000	D
Common Stock	02/01/2008	S	4,100	D	\$ 33.43	141,800	D
Common Stock	02/01/2008	S	700	D	\$ 33.429	141,100	D
Common Stock	02/01/2008	S	200	D	\$ 33.425	140,900	D
Common Stock	02/01/2008	S	300	D	\$ 33.42	140,600	D
Common Stock	02/01/2008	S	300	D	\$ 33.41	140,300	D
	02/01/2008	S	100	D		140,200	D

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Common Stock					\$ 33.405		
Common Stock	02/01/2008	S	7,100	D	\$ 33.4	133,100	D
Common Stock	02/01/2008	S	400	D	\$ 33.395	132,700	D
Common Stock	02/01/2008	S	4,700	D	\$ 33.39	128,000	D
Common Stock	02/01/2008	S	1,300	D	\$ 33.385	126,700	D

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

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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)		8. Pr Deri Secu (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy Common Stock	\$ 33.17					12/06/2006	12/06/2016	Common Stock	55,000	
Option to Buy Common Stock	\$ 14.43					03/16/2004	03/16/2014	Common Stock	5,346	
Option to Buy Common Stock	\$ 19.31					12/02/2004	12/02/2014	Common Stock	25,200	
	\$ 32.39					12/07/2005	12/07/2015		40,000	

Option to
Buy
Common
Stock

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lane Andrew R 1401 MCKINNEY STREET SUITE 2400 HOUSTON, TX 77010	Retired EVP and COO

Signatures

Robert L. Hayter, by Power of Attorney	02/01/2008
__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).

Remarks:

1st of 2 Forms 4 filed on February 1, 2008, on behalf of Andrew R. Lane for transactions occurring on February 1, 2008.

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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