HALLIBURTON CO
Form 4
April 28, 2008

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
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(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)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, Pres. and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/24/2008		S (1)		200	D	$ 46.65	1,019,603	D	
Common Stock	04/24/2008		S (1)		1,000	D	$ 46.67	1,018,603	D	
Common Stock	04/24/2008		S (1)		1,100	D	$ 46.68	1,017,503	D	
Common Stock	04/24/2008		S (1)		400	D	$ 46.69	1,017,103	D	
Common Stock	04/24/2008		S (1)		2,400	D	$ 46.7	1,014,703	D	

Common Stock	04/24/2008	S(1)	700	D	$ 46.72	1,014,003	D
Common Stock	04/24/2008	S(1)	3,200	D	$ 46.73	1,010,803	D
Common Stock	04/24/2008	S(1)	4,379	D	$ 46.74	1,006,424	D
Common Stock	04/24/2008	S(1)	2,000	D	$ 46.75	1,004,424	D
Common Stock	04/24/2008	S(1)	1,385	D	$ 46.76	1,003,039	D
Common Stock	04/24/2008	S(1)	700	D	$ 46.77	1,002,339	D
Common Stock	04/24/2008	S(1)	300	D	$ 46.78	1,002,039	D
Common Stock	04/24/2008	S(1)	1,000	D	$ 46.81	1,001,039	D
Common Stock	04/24/2008	S(1)	37	D	$ 46.86	1,001,002	D
Common Stock	04/24/2008	M	66,666	A	$ 22.04	1,067,668	D
Common Stock	04/24/2008	S(1)	1,900	D	$ 46.44	1,065,768	D
Common Stock	04/24/2008	S(1)	2,300	D	$ 46.46	1,063,469	D
Common Stock	04/24/2008	S(1)	800	D	$ 46.51	1,062,669	D
Common Stock	04/24/2008	S(1)	6,900	D	$ 46.52	1,055,769	D
Common Stock	04/24/2008	S(1)	100	D	$ 46.54	1,055,669	D
Common Stock	04/24/2008	S(1)	1,200	D	$ 46.55	1,054,469	D
Common Stock	04/24/2008	S(1)	1,000	D	$ 46.56	1,053,469	D
Common Stock	04/24/2008	S(1)	9,100	D	$ 46.57	1,044,369	D
Common Stock	04/24/2008	S(1)	1,700	D	$ 46.58	1,042,669	D
Common Stock	04/24/2008	S(1)	1,770	D	$ 46.59	1,040,899	D
	04/24/2008	S(1)	500	D	$ 46.6	1,040,399	D

Common Stock								
Common Stock	04/24/2008		S(1)	4,700	D	$ 46.61	1,035,699	D
Common Stock	04/24/2008		S(1)	3,600	D	$ 46.63	1,032,099	D
Common Stock	04/24/2008		S(1)	1,900	D	$ 46.64	1,030,199	D
Common Stock	04/24/2008		S(1)	1,200	D	$ 46.65	1,028,999	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 or 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 disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 29, 2008.

Remarks:

THIS FORM 4 IS THE 2ND OF 4 FORMS 4 BEING FILED TO REPORT TRANSACTIONS THAT OCCURRED ON AP

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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