

Google Inc.  
Form 4  
January 31, 2007

# FORM 4

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

OMB APPROVAL

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## 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 \*  
SCHMIDT ERIC E

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Google Inc. [GOOG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/29/2007

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)  
CEO, Chairman of Exec. Comm.

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Class A Common Stock (1) (2)					15,246	I	By Limited Partnership II	
Class A Common Stock (1) (2)	01/29/2007		S	9	D \$ 493.03	9,115	I	By Limited Partnership I
Class A Common Stock (1) (2)	01/29/2007		S	3	D \$ 492.87	9,112	I	By Limited Partnership I

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Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	6	D	\$ 492.83	9,106	I	By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	3	D	\$ 492.79	9,103	I	By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	6	D	\$ 492.91	9,097	I	By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	6	D	\$ 492.78	9,091	I	By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	26	D	\$ 492.68	9,065	I	By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	6	D	\$ 492.63	9,059	I	By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	3	D	\$ 492.56	9,056	I	By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	3	D	\$ 492.37	9,053	I	By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	6	D	\$ 492.31	9,047	I	By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	6	D	\$ 492.25	9,041	I	By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	3	D	\$ 492.14	9,038	I	By Limited Partnership I
	01/29/2007	S	6	D		9,032	I	

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Class A Common Stock <u>(1)</u> <u>(2)</u>					\$ 492.13				By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	17	D	\$ 492.11	9,015	I		By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	6	D	\$ 492.1	9,009	I		By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	23	D	\$ 492.05	8,986	I		By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	61	D	\$ 492.03	8,925	I		By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	3	D	\$ 492.02	8,922	I		By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	26	D	\$ 492	8,896	I		By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	12	D	\$ 491.99	8,884	I		By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	12	D	\$ 491.98	8,872	I		By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	17	D	\$ 491.97	8,855	I		By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	3	D	\$ 491.96	8,852	I		By Limited Partnership I
	01/29/2007	S	12	D		8,840	I		

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Class A Common Stock <u>(1)</u> <u>(2)</u>					\$				By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	14	D	\$	491.93	8,826	I	By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	14	D	\$	491.94	8,812	I	By Limited Partnership I
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/29/2007	S	6	D	\$	491.91	8,806	I	By Limited Partnership I
Class A Common Stock <u>(2)</u>							1,841	I	By Trust

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
SCHMIDT ERIC E	X	X	CEO, Chairman of Exec. Comm.	

## Signatures

/s/Alan Ku as Attorney-in-Fact for Eric E.  
Schmidt 01/31/2007

        \*\*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) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock at the election of the reporting person.
- (2) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.

### Remarks:

Form 4 Filing -continuation report: Related transactions effected by the Reporting Person on Jan. 29, 2007 are reported on add  
\*\*\*All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.\*\*\*

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. t portfolio. We use interest rate swaps to effectively convert a portion of our fixed rate debt to floating LIBOR-based rates. Our interest rate swaps, which expire when the underlying debt matures, are designated as fair value hedges of the underlying debt and are determined to be highly effective. These derivative instruments are marked to market with gains and losses recognized currently in interest expense to offset the respective gains and losses recognized on changes in the fair value of the hedged debt.

As of December 31, 2018, we had an interest rate swap relating to one of our debt instruments with a total notional amount of \$100 million. The fair value of this interest rate swap as of December 31, 2018 and December 31, 2017 is included in "Other assets" in our consolidated balance sheets and was immaterial. The fair value of this interest rate swap is categorized within level 2 on the fair value hierarchy and was determined using a market approach with inputs, such as the notional amount, LIBOR rate spread and settlement terms that are observable in the market or can be derived from or corroborated by observable data.

### Credit risk

Financial instruments that potentially subject us to concentrations of credit risk are primarily cash equivalents and trade receivables. It is our practice to place our cash equivalents in high quality investments with various institutions. Our trade receivables are from a broad and diverse group of customers and are generally not collateralized. As of December 31, 2018, 43% of our net trade receivables were from customers in the United States. As of December 31, 2017, 42% of our net trade receivables were from customers in the United States. We maintain an allowance for bad debts based upon several factors, including historical collection experience, current aging status of the customer accounts and financial condition of our customers. See Note 4 for further information.

We do not have any significant concentrations of credit risk with any individual counterparty to our derivative contracts. We select counterparties to those contracts based on our belief that each counterparty's profitability, balance sheet and capacity for timely payment of financial commitments is unlikely to be materially adversely affected by foreseeable events.



**Note 14. Retirement Plans**

Our company and subsidiaries have various plans that cover a significant number of our employees. These plans include defined contribution plans, defined benefit plans and other postretirement plans:

our defined contribution plans provide retirement benefits in return for services rendered. These plans provide an individual account for each participant and have terms that specify how contributions to the participant's account are to be determined rather than the amount of pension benefits the participant is to receive. Contributions to these plans are based on pretax income and/or discretionary amounts determined on an annual basis. Our expense for the defined contribution plans for continuing operations totaled \$193 million in 2018, \$173 million in 2017 and \$111 million in 2016. The increase in 2018 resulted from an increase in the domestic and international workforce.

our defined benefit plans, which include both funded and unfunded pension plans, define an amount of pension benefit to be provided, usually as a function of age, years of service and/or compensation. The unfunded obligations and net periodic benefit cost of our United States defined benefit plans were not material for the periods presented; and

our postretirement plans other than pensions are offered to specific eligible employees. The accumulated benefit obligations and net periodic benefit cost for these plans were not material for the periods presented.

**Funded status**

For our international pension plans, at December 31, 2018, the projected benefit obligation was \$951 million and the fair value of plan assets was \$832 million, which resulted in an unfunded obligation of \$119 million. At December 31, 2017, the projected benefit obligation was \$1.2 billion and the fair value of plan assets was \$940 million, which resulted in an unfunded obligation of \$280 million. The accumulated benefit obligation for our international plans was \$878 million at December 31, 2018 and \$1.2 billion at December 31, 2017.

The following table presents additional information about our international pension plans.

	December 31	
<i>Millions of dollars</i>	2018	2017
<b>Amounts recognized on the Consolidated Balance Sheets</b>		
Other Assets	\$39	\$2
Accrued employee compensation and benefits	8	15
Employee compensation and benefits	150	267
<b>Pension plans in which projected benefit obligation exceeded plan assets</b>		
Projected benefit obligation (a)	\$176	\$1,202
Fair value of plan assets	18	920
<b>Pension plans in which accumulated benefit obligation exceeded plan assets</b>		
Accumulated benefit obligation (a)	\$105	\$1,139
Fair value of plan assets	18	920

(a) Our United Kingdom pension plan was underfunded as of December 31, 2017 and overfunded as of December 31, 2018. As such, the fair value of plan assets and projected and accumulated benefit obligation related to this plan are no longer captured in this table at December 31, 2018.

**Fair value measurements of plan assets**

The fair value of our plan assets categorized within level 1 on the fair value hierarchy is based on quoted prices in active markets for identical assets. The fair value of our plan assets categorized within level 2 on the fair value hierarchy is based on significant observable inputs for similar assets. The fair value of our plan assets categorized within level 3 on the fair value hierarchy is based on significant unobservable inputs.





The following table sets forth the fair values of assets held by our international pension plans by level within the fair value hierarchy.

<i>Millions of dollars</i>	Level	Level	Level	Total
	1	2	3	
Cash and equivalents	\$ —	\$ 12	\$ —	\$ 12
Common/collective trust funds (a)				
Equity funds (b)	—	137	—	137
Bond funds (c)	—	302	21	323
Alternatives funds (d)	—	209	—	209
Real estate funds (e)	—	81	28	109
Other assets	6	21	15	42
Fair value of plan assets at December 31, 2018	\$ 6	\$ 762	\$ 64	\$ 832
Cash and equivalents	\$ —	\$ 11	\$ —	\$ 11
Common/collective trust funds (a)				
Equity funds (b)	—	204	—	204
Bond funds (c)	—	323	46	369
Alternatives fund (d)	—	184	—	184
Real estate funds (e)	—	98	28	126
Other assets	7	22	17	46
Fair value of plan assets at December 31, 2017	\$ 7	\$ 842	\$ 91	\$ 940

(a) Common/collective trust funds are valued at the net asset value of units held by the plans at year-end.

(b) Strategy is to invest in diversified funds of global common stocks.

(c) Strategy is to invest in diversified funds of fixed income securities of varying geographies and credit quality and whose cash flows approximate the maturities of the benefit obligation.

(d) Strategy is to invest in a fund of diversifying investments, including but not limited to reinsurance, commodities and currencies.

(e) Strategy is to invest in diversified funds of real estate investment trusts and private real estate.

Our investment strategy varies by country depending on the circumstances of the underlying plan. Risk management practices include diversification by issuer, industry and geography, as well as the use of multiple asset classes and investment managers within each asset class. Our investment strategy for our United Kingdom pension plan, which constituted 80% of our international pension plans' projected benefit obligation at December 31, 2018 and is no longer accruing service benefits, aims to achieve full funding of the benefit obligation, with the plan's assets increasingly composed of investments whose cash flows match the maturities of the obligation.

#### ***Net periodic benefit cost***

Net periodic benefit cost for our international pension plans was \$32 million in 2018, \$30 million in 2017 and \$30 million in 2016. Included in net periodic benefit cost were \$8 million in 2018 and \$13 million in 2017 of net curtailment and settlement cost arising from reductions in workforce and an increase in lump sum payments made during these years.

#### ***Actuarial assumptions***

Certain weighted-average actuarial assumptions used to determine benefit obligations of our international pension plans at December 31 were as follows:

	2018	2017
Discount rate	3.3%	2.8%
Rate of compensation increase	5.8%	5.5%

Certain weighted-average actuarial assumptions used to determine net periodic benefit cost of our international pension plans for the years ended December 31 were as follows:

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	2018	2017	2016
Discount rate	2.8%	2.9%	4.2%
Expected long-term return on plan assets	4.1%	4.2%	5.3%
Rate of compensation increase	5.5%	4.8%	5.4%

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Assumed long-term rates of return on plan assets, discount rates for estimating benefit obligations and rates of compensation increases vary by plan according to local economic conditions. Where possible, discount rates were determined based on the prevailing market rates of a portfolio of high-quality debt instruments with maturities matching the expected timing of the payment of the benefit obligations. Expected long-term rates of return on plan assets were determined based upon an evaluation of our plan assets and historical trends and experience, taking into account current and expected market conditions.

***Other information***

*Contributions.* Funding requirements for each plan are determined based on the local laws of the country where such plan resides. In certain countries the funding requirements are mandatory, while in other countries they are discretionary. We currently expect to contribute \$16 million to our international pension plans in 2019.

*Benefit payments.* Expected benefit payments over the next 10 years for our international pension plans are as follows: \$57 million in 2019, \$55 million in 2020, \$59 million in 2021, \$64 million in 2022, \$66 million in 2023 and \$386 million in years 2024 through 2028.

**Note 15. New Accounting Pronouncements**

**Standards adopted in 2018**

*Revenue Recognition*

On January 1, 2018, we adopted the comprehensive new revenue recognition standard issued by the Financial Accounting Standards Board (FASB). The core principle of the new standard is that a company should recognize revenue to depict the transfer of promised services or products to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those services or products. The standard creates a five step model that requires companies to exercise judgment when considering the terms of a contract and all relevant facts and circumstances.

We adopted the new revenue recognition standard using a modified retrospective basis and applied the guidance to all contracts that were not completed as of January 1, 2018. This resulted in an immaterial cumulative-effect adjustment to retained earnings as of January 1, 2018. The comparative financial information has not been restated and continues to be reported under the revenue accounting standards in effect during those periods. The adoption of this standard did not have a material impact to our consolidated financial position, reported revenue, results of operations or cash flows as of and for the year ended December 31, 2018. See Note 3 for our expanded revenue disclosures required by the new standard.

**Standards not yet adopted**

*Leases*

In February 2016, the FASB issued an accounting standards update related to accounting for leases, which requires assets and liabilities that arise from all leases to be recognized on the balance sheet for lessees and expanded financial statement disclosures for both lessees and lessors. Currently, only capital leases are recorded on the balance sheet. This update will require lessees to recognize a lease liability equal to the present value of its lease payments and a right-of-use asset representing its right to use the underlying asset for the lease term for all leases longer than 12 months. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and liabilities and instead recognize lease expense for such leases generally on a straight-line basis over the lease term. Leases with a term of longer than 12 months will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the income statement.

We adopted the new standard effective January 1, 2019 and intend to elect the modified retrospective transition method. As such, the comparative financial information will not be restated and will continue to be reported under the lease standard in effect during those periods. We also intend to elect other practical expedients provided by the new standard, including the package of practical expedients, the short-term lease recognition practical expedient in which leases with a term of 12 months or less will not be recognized on the balance sheet, and the practical expedient to not separate lease and non-lease components for the majority of our leases. We expect that the adoption of this standard will result in a range of approximately \$1.0 billion to \$1.2 billion of additional assets and liabilities on our consolidated balance sheet representing the recognition of operating lease right-of-use assets and operating lease liabilities.

**HALLIBURTON COMPANY****Selected Financial Data***(Unaudited)*

<i>Millions of dollars except per share</i>	Year ended December 31				
	2018	2017	2016	2015	2014
Revenue	\$23,995	\$20,620	\$15,887	\$23,633	\$32,870
Operating income (loss)	2,467	1,374	(6,770)	(165)	5,097
Income (loss) from continuing operations	1,657	(449)	(5,767)	(662)	3,437
Basic income (loss) per share from continuing operations	1.89	(0.51)	(6.69)	(0.78)	4.05
Diluted income (loss) per share from continuing operations	1.89	(0.51)	(6.69)	(0.78)	4.03
Cash dividends per share	0.72	0.72	0.72	0.72	0.63
Net working capital	6,349	5,915	7,654	14,733	8,781
Total assets	25,982	25,085	27,000	36,942	32,165
Long-term debt	10,421	10,430	12,214	14,687	7,765
Total debt	10,457	10,942	12,384	15,429	7,915
Total shareholders' equity	9,544	8,349	9,448	15,495	16,298
Capital expenditures	2,026	1,373	798	2,184	3,283

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**HALLIBURTON COMPANY****Quarterly Financial Data***(Unaudited)*

<i>Millions of dollars except per share data</i>	Quarter				
	First	Second	Third	Fourth	Year
<b>2018</b>					
Revenue	\$5,740	\$6,147	\$6,172	\$5,936	\$23,995
Operating income	354	789	716	608	2,467
Net income	47	508	434	668	1,657
Net income from continuing operations attributable to company	46	511	435	664	1,656
Basic and diluted net income from continuing operations attributable to company per share	0.05	0.58	0.50	0.76	1.89
Cash dividends paid per share	0.18	0.18	0.18	0.18	0.72
<b>2017</b>					
Revenue	\$4,279	\$4,957	\$5,444	\$5,940	\$20,620
Operating income	203	146	642	383	1,374
Net income (loss)	(32)	)28	361	(825)	(468)
Amounts attributable to company shareholders:					
Income (loss) from continuing operations	(32)	)28	365	(805)	(444)
Loss from discontinued operations	—	—	—	(19)	(19)
Net income (loss) attributable to company	(32)	)28	365	(824)	(463)
Basic and diluted per share attributable to company shareholders:					
Income (loss) from continuing operations	(0.04)	)0.03	0.42	(0.92)	(0.51)
Loss from discontinued operations	—	—	—	(0.02)	(0.02)
Net income (loss)	(0.04)	)0.03	0.42	(0.94)	(0.53)
Cash dividends paid per share	0.18	0.18	0.18	0.18	0.72

Note: Results for the first quarter of 2018 include charges related to the write-down of our remaining investment in Venezuela. See Note 4 for further information. Results for the fourth quarter of 2017 include charges for U.S. tax reform and Venezuela receivables.

## **PART III**

### **Item 10. Directors, Executive Officers and Corporate Governance.**

The information required for the directors of the Registrant is incorporated by reference to the Halliburton Company Proxy Statement for our 2019 Annual Meeting of Stockholders (File No. 001-03492) under the captions “Election of Directors” and “Involvement in Certain Legal Proceedings.” The information required for the executive officers of the Registrant is included under Part I on pages 5 through 6 of this annual report. The information required for a delinquent form required under Section 16(a) of the Securities Exchange Act of 1934 is incorporated by reference to the Halliburton Company Proxy Statement for our 2019 Annual Meeting of Stockholders (File No. 001-03492) under the caption “Section 16(a) Beneficial Ownership Reporting Compliance,” to the extent any disclosure is required. The information for our code of ethics is incorporated by reference to the Halliburton Company Proxy Statement for our 2019 Annual Meeting of Stockholders (File No. 001-03492) under the caption “Corporate Governance.” The information regarding our Audit Committee and the independence of its members, along with information about the audit committee financial expert(s) serving on the Audit Committee, is incorporated by reference to the Halliburton Company Proxy Statement for our 2019 Annual Meeting of Stockholders (File No. 001-03492) under the caption “The Board of Directors and Standing Committees of Directors.”

### **Item 11. Executive Compensation.**

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2019 Annual Meeting of Stockholders (File No. 001-03492) under the captions “Compensation Discussion and Analysis,” “Compensation Committee Report,” “Summary Compensation Table,” “Grants of Plan-Based Awards in Fiscal 2018,” “Outstanding Equity Awards at Fiscal Year End 2018,” “2018 Option Exercises and Stock Vested,” “2018 Nonqualified Deferred Compensation,” “Employment Contracts and Change-in-Control Arrangements,” “Post-Termination or Change-in-Control Payments,” “Equity Compensation Plan Information” and “Directors’ Compensation.”

### **Item 12(a). Security Ownership of Certain Beneficial Owners.**

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2019 Annual Meeting of Stockholders (File No. 001-03492) under the caption “Stock Ownership of Certain Beneficial Owners and Management.”

### **Item 12(b). Security Ownership of Management.**

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2019 Annual Meeting of Stockholders (File No. 001-03492) under the caption “Stock Ownership of Certain Beneficial Owners and Management.”

### **Item 12(c). Changes in Control.**

Not applicable.

### **Item 12(d). Securities Authorized for Issuance Under Equity Compensation Plans.**

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2019 Annual Meeting of Stockholders (File No. 001-03492) under the caption “Equity Compensation Plan Information.”

### **Item 13. Certain Relationships and Related Transactions, and Director Independence.**

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2019 Annual Meeting of Stockholders (File No. 001-03492) under the caption “Corporate Governance” to the extent any disclosure is required and under the caption “The Board of Directors and Standing Committees of Directors.”

### **Item 14. Principal Accounting Fees and Services.**

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2019 Annual Meeting of Stockholders (File No. 001-03492) under the caption "Fees Paid to KPMG LLP."

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**PART IV**

**Item 15. Exhibits.**

1. Financial Statements:

The reports of the Independent Registered Public Accounting Firm and the financial statements of Halliburton Company as required by Part II, Item 8, are included on pages 34 through 35 and pages 36 through 60 of this annual report. See index on page (i).

2. Financial Statement Schedules:

The schedules listed in Rule 5-04 of Regulation S-X (17 CFR 210.5-04) have been omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

3. Exhibits:

Exhibit

Number Exhibits

3.1 Restated Certificate of Incorporation of Halliburton Company filed with the Secretary of State of Delaware on May 30, 2006 (incorporated by reference to Exhibit 3.1 to Halliburton's Form 8-K filed June 5, 2006, File No. 001-03492).

3.2 By-laws of Halliburton Company revised effective December 7, 2017 (incorporated by reference to Exhibit 3.1 to Halliburton's Form 8-K filed December 12, 2017, File No. 001-03492).

4.1 Form of debt security of 8.75% Debentures due February 12, 2021 (incorporated by reference to Exhibit 4(a) to the Form 8-K of Halliburton Company, now known as Halliburton Energy Services, Inc. (the Predecessor), dated as of February 20, 1991, File No. 001-03492).

4.2 Senior Indenture dated as of January 2, 1991 between the Predecessor and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), as Trustee (incorporated by reference to Exhibit 4(b) to the Predecessor's Registration Statement on Form S-3 (Registration No. 33-38394) originally filed with the Securities and Exchange Commission on December 21, 1990), as supplemented and amended by the First Supplemental Indenture dated as of December 12, 1996 among the Predecessor, Halliburton and the Trustee (incorporated by reference to Exhibit 4.1 of Halliburton's Registration Statement on Form 8-B dated December 12, 1996, File No. 001-03492).

4.3 Resolutions of the Predecessor's Board of Directors adopted at a meeting held on February 11, 1991 and of the special pricing committee of the Board of Directors of the Predecessor adopted at a meeting held on February 11, 1991 and the special pricing committee's consent in lieu of meeting dated February 12, 1991 (incorporated by reference to Exhibit 4(c) to the Predecessor's Form 8-K dated as of February 20, 1991, File No. 001-03492).

4.4 Second Senior Indenture dated as of December 1, 1996 between the Predecessor and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), as Trustee, as supplemented and amended by the First Supplemental Indenture dated as of December 5, 1996 between the Predecessor and the Trustee and the Second Supplemental Indenture dated as of December 12, 1996 among the Predecessor, Halliburton and the Trustee (incorporated by reference to Exhibit 4.2 of Halliburton's Registration Statement on Form 8-B dated December 12, 1996, File No. 001-03492).

4.5 Third Supplemental Indenture dated as of August 1, 1997 between Halliburton and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), as Trustee, to the Second Senior Indenture dated as of December 1, 1996 (incorporated by reference to Exhibit 4.7 to Halliburton's Form 10-K for the year ended December 31, 1998, File No. 001-03492).

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4.6 Fourth Supplemental Indenture dated as of September 29, 1998 between Halliburton and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), as Trustee, to the Second Senior Indenture dated as of December 1, 1996 (incorporated by reference to Exhibit 4.8 to Halliburton's Form 10-K for the year ended December 31, 1998, File No. 001-03492).

4.7 Resolutions of Halliburton's Board of Directors adopted by unanimous consent dated December 5, 1996 (incorporated by reference to Exhibit 4(g) of Halliburton's Form 10-K for the year ended December 31, 1996, File No. 001-03492).

4.8 Form of debt security of 6.75% Notes due February 1, 2027 (incorporated by reference to Exhibit 4.1 to Halliburton's Form 8-K dated as of February 11, 1997, File No. 001-03492).

4.9 Copies of instruments that define the rights of holders of miscellaneous long-term notes of Halliburton Company and its subsidiaries have not been filed with the Commission. Halliburton Company agrees to furnish copies of these instruments upon request.

4.10 Form of Indenture dated as of April 18, 1996 between Dresser and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), as Trustee (incorporated by reference to Exhibit 4 to Dresser's Registration Statement on Form S-3/A filed on April 19, 1996, Registration No. 333-01303), as supplemented and amended by Form of First Supplemental Indenture dated as of August 6, 1996 between Dresser and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), Trustee, for 7.60% Debentures due 2096 (incorporated by reference to Exhibit 4.1 to Dresser's Form 8-K filed on August 9, 1996, File No. 1-4003).

4.11 Second Supplemental Indenture dated as of October 27, 2003 between DII Industries, LLC and The Bank of New York Trust Company, N.A. (as successor to JPMorgan Chase Bank), as Trustee, to the Indenture dated as of April 18, 1996 (incorporated by reference to Exhibit 4.15 to Halliburton's Form 10-K for the year ended December 31, 2003, File No. 001-03492).

4.12 Third Supplemental Indenture dated as of December 12, 2003 among DII Industries, LLC, Halliburton Company and The Bank of New York Trust Company, N.A. (as successor to JPMorgan Chase Bank), as Trustee, to the Indenture dated as of April 18, 1996, (incorporated by reference to Exhibit 4.16 to Halliburton's Form 10-K for the year ended December 31, 2003, File No. 001-03492).

4.13 Indenture dated as of October 17, 2003 between Halliburton Company and The Bank of New York Trust Company, N.A. (as successor to JPMorgan Chase Bank), as Trustee (incorporated by reference to Exhibit 4.1 to Halliburton's Form 10-Q for the quarter ended September 30, 2003, File No. 001-03492).

4.14 Second Supplemental Indenture dated as of December 15, 2003 between Halliburton Company and The Bank of New York Trust Company, N.A. (as successor to JPMorgan Chase Bank), as Trustee, to the Senior Indenture dated as of October 17, 2003 (incorporated by reference to Exhibit 4.27 to Halliburton's Form 10-K for the year ended December 31, 2003, File No. 001-03492).

4.15 Form of note of 7.6% debentures due 2096 (included as Exhibit A to Exhibit 4.14 above).

4.16 Fourth Supplemental Indenture, dated as of September 12, 2008, between Halliburton Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee to JPMorgan Chase Bank, to the Senior Indenture dated as of October 17, 2003 (incorporated by reference to Exhibit 4.2 to Halliburton's Form 8-K filed September 12, 2008, File No. 001-03492).

4.17 Form of Global Note for Halliburton's 6.70% Senior Notes due 2038 (included as part of Exhibit 4.16).

4.18 Fifth Supplemental Indenture, dated as of March 13, 2009, between Halliburton Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee to JPMorgan Chase Bank, to the Senior Indenture dated as of October 17, 2003 (incorporated by reference to Exhibit 4.2 to Halliburton's Form 8-K filed March 13, 2009, File No. 001-03492).

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4.19 Form of Global Note for Halliburton's 7.45% Senior Notes due 2039 (included as part of Exhibit 4.18).

4.20 Sixth Supplemental Indenture, dated as of November 14, 2011, between Halliburton Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee to JPMorgan Chase Bank, to the Senior Indenture dated as of October 17, 2003 (incorporated by reference to Exhibit 4.2 to Halliburton's Form 8-K filed November 14, 2011, File No. 001-03492).

4.21 Form of Global Note for Halliburton's 3.25% Senior Notes due 2021 (included as part of Exhibit 4.20).

4.22 Form of Global Note for Halliburton's 4.50% Senior Notes due 2041 (included as part of Exhibit 4.20).

4.23 Seventh Supplemental Indenture, dated as of August 5, 2013, between Halliburton Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee to JPMorgan Chase Bank (incorporated by reference to Exhibit 4.2 of Halliburton's Form 8-K filed August 5, 2013, File No. 001-03492).

4.24 Form of Global Note for Halliburton's 3.50% Senior Notes due 2023 (included as part of Exhibit 4.23).

4.25 Form of Global Note for Halliburton's 4.75% Senior Notes due 2043 (included as part of Exhibit 4.23).

4.26 Eighth Supplemental Indenture, dated as of November 13, 2015, between Halliburton Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee to JPMorgan Chase Bank (incorporated by reference to Exhibit 4.2 to Halliburton's Form 8-K filed November 13, 2015, File No. 001-03492).

4.27 Form of Global Note for Halliburton's 3.800% Senior Notes due 2025 (included as part of Exhibit 4.27).

4.28 Form of Global Note for Halliburton's 4.850% Senior Notes due 2035 (included as part of Exhibit 4.27).

4.29 Form of Global Note for Halliburton's 5.000% Senior Notes due 2045 (included as part of Exhibit 4.27).

†10.1 Halliburton Company Restricted Stock Plan for Non-Employee Directors (incorporated by reference to Appendix B of the Predecessor's proxy statement dated March 23, 1993, File No. 001-03492).

†10.2 Dresser Industries, Inc. Deferred Compensation Plan, as amended and restated effective January 1, 2000 (incorporated by reference to Exhibit 10.16 to Halliburton's Form 10-K for the year ended December 31, 2000, File No. 001-03492).

†10.3 ERISA Excess Benefit Plan for Dresser Industries, Inc., as amended and restated effective June 1, 1995 (incorporated by reference to Exhibit 10.7 to Dresser's Form 10-K for the year ended October 31, 1995, File No. 1-4003).

10.4 Form of Indemnification Agreement for Officers (incorporated by reference to Exhibit 10.1 to Halliburton's Form 8-K filed August 3, 2007, File No. 001-03492).

10.5 Form of Indemnification Agreement for Directors (incorporated by reference to Exhibit 10.2 to Halliburton's Form 8-K filed August 3, 2007, File No. 001-03492).

10.6

Form of Indemnification Agreement for Officers (first elected after January 1, 2013) (incorporated by reference to Exhibit 10.2 to Halliburton's Form 10-Q for the quarter ended March 31, 2013, File No. 001-03492).

- 10.7 Form of Indemnification Agreement for Directors (first elected after January 1, 2013) (incorporated by reference to Exhibit 10.1 of Halliburton's Form 8-K filed March 22, 2013, File No. 001-03492).
- †10.8 2008 Halliburton Elective Deferral Plan, as amended and restated effective January 1, 2008 (incorporated by reference to Exhibit 10.3 to Halliburton's Form 10-Q for the quarter ended September 30, 2007, File No. 001-03492).
- †10.9 Halliburton Company Supplemental Executive Retirement Plan, as amended and restated effective January 1, 2008 (incorporated by reference to Exhibit 10.4 to Halliburton's Form 10-Q for the quarter ended September 30, 2007, File No. 001-03492).
- †10.10 Halliburton Company Benefit Restoration Plan, as amended and restated effective January 1, 2008 (incorporated by reference to Exhibit 10.5 to Halliburton's Form 10-Q for the quarter ended September 30, 2007, File No. 001-03492).
- †10.11 Halliburton Company Pension Equalizer Plan, as amended and restated effective March 1, 2007 (incorporated by reference to Exhibit 10.8 to Halliburton's Form 10-Q for the quarter ended September 30, 2007, File No. 001-03492).
- †10.12 Halliburton Company Directors' Deferred Compensation Plan, as amended and restated effective as of May 16, 2012 (incorporated by reference to Exhibit 10.5 to Halliburton's Form 10-Q for the quarter ended June 30, 2012, File No. 001-03492).
- †10.13 Retirement Plan for the Directors of Halliburton Company, as amended and restated effective July 1, 2007 (incorporated by reference to Exhibit 10.10 to Halliburton's Form 10-Q for the quarter ended September 30, 2007, File No. 001-03492).
- †10.14 Halliburton Company Employee Stock Purchase Plan, as amended and restated effective February 24, 2015 (incorporated by reference to Appendix C of Halliburton's proxy statement filed April 7, 2015, File No. 001-03492).
- †10.15 First Amendment to Halliburton Company Supplemental Executive Retirement Plan, as amended and restated effective January 1, 2008 (incorporated by reference to Exhibit 10.1 to Halliburton's Form 8-K filed September 21, 2009, File No. 001-03492).
- †10.16 Amendment No. 1 to Halliburton Company Benefit Restoration Plan, as amended and restated effective January 1, 2008 (incorporated by reference to Exhibit 10.2 to Halliburton's Form 8-K filed September 21, 2009, File No. 001-03492).
- †10.17 Amendment No. 1 to 2008 Halliburton Elective Deferral Plan, as amended and restated effective January 1, 2010 (incorporated by reference to Exhibit 10.41 to Halliburton's Form 10-K for the year ended December 31, 2010, File No. 001-03492).
- 10.18 U.S. \$3,000,000,000 Five Year Revolving Credit Agreement among Halliburton Company, as Borrower, the Banks party thereto, and Citibank, N.A., as Agent, effective July 21, 2015 (incorporated by reference to Exhibit 10.1 to Halliburton's Form 10-Q for the quarter ended June 30, 2015, File No. 001-03492).
- †10.19

First Amendment to the Retirement Plan for the Directors of Halliburton Company, effective September 1, 2007 (incorporated by reference to Exhibit 10.3 to Halliburton's Form 10-Q for the quarter ended March 31, 2011, File No. 001-03492).



†10.20 First Amendment to Halliburton Company Restricted Stock Plan for Non-Employee Directors (incorporated by reference to Exhibit 10.41 to Halliburton's Form 10-K for the year ended December 31, 2011, File No. 001-03492).

†10.21 Second Amendment to Restricted Stock Plan for Non-Employee Directors of Halliburton Company (incorporated by reference to Exhibit 10.4 to Halliburton's Form 10-Q for the quarter ended June 30, 2012, File No. 001-03492).

†10.22 Third Amendment to Restricted Stock Plan for Non-Employee Directors of Halliburton Company effective December 1, 2012 (incorporated by reference to Exhibit 10.44 to Halliburton's Form 10-K for the year ended December 31, 2012, File No. 001-03492).

†10.23 First Amendment dated December 1, 2012 to Halliburton Company Directors' Deferred Compensation Plan, as amended and restated effective May 16, 2012 (incorporated by reference to Exhibit 10.45 to Halliburton's Form 10-K for the year ended December 31, 2012, File No. 001-03492).

†10.24 Executive Agreement (Myrtle L. Jones) (incorporated by reference to Exhibit 10.1 to Halliburton's Form 10-Q for the quarter ended March 31, 2013, File No. 001-03492).

†10.25 Executive Agreement (Timothy McKeon) (incorporated by reference to Exhibit 10.49 to Halliburton's Form 10-K filed February 7, 2014, File No. 001-03492).

†10.26 Executive Agreement (Charles E. Geer, Jr.) (incorporated by reference to Exhibit 10.2 to Halliburton's Form 8-K filed December 9, 2014, File No. 001-03492).

10.27 HESI Punitive Damages and Assigned Claims Settlement Agreement dated September 2, 2014, entered into between Halliburton Company and Halliburton Energy Services, Inc. and counsel for The Plaintiffs Steering Committee in MDL 2179 and the Deepwater Horizon Economic and Property Damages Settlement Class (incorporated by reference to Exhibit 10.1 to Halliburton's Form 10-Q for the quarter ended September 30, 2014, File No. 001-03492).

†10.28 Halliburton Annual Performance Pay Plan, as amended and restated effective January 1, 2010 (incorporated by reference to Exhibit 10.3 to Halliburton's Form 8-K filed September 21, 2009, File No. 001-03492).

†10.29 Form of Non-Employee Director Restricted Stock Agreement (Directors Plan) (incorporated by reference as Exhibit 99.5 of Halliburton's Form S-8 filed May 21, 2009, Registration No. 333-159394).

†10.30 Form of Non-Employee Director Restricted Stock Agreement (Stock and Incentive Plan) (incorporated by reference to Exhibit 10.43 to Halliburton's Form 10-K for the year ended December 31, 2011, Registration No. 001-03492).

†10.31 Amendment No. 2 to Halliburton Company Benefit Restoration Plan, as amended and restated effective January 1, 2008 (incorporated by reference to Exhibit 10.1 to Halliburton's Form 10-Q for the quarter ended September 30, 2016, File No. 001-03492).

†10.32 Second Amendment to Halliburton Company Supplemental Executive Retirement Plan, as amended and restated effective January 1, 2008 (incorporated by reference to Exhibit 10.2 to Halliburton's Form 10-Q for the

quarter ended September 30, 2016, File No. 001-03492).

†10.33 Executive Agreement (Joe D. Rainey) (incorporated by reference to Exhibit 10.1 to Halliburton's Form 8-K filed December 12, 2017, File No. 001-03492).

†10.34 Executive Agreement (Anne Lyn Beaty) (incorporated by reference to Exhibit 10.1 to Halliburton's Form 10-Q filed April 28, 2017, File No. 001-03492).

- † 10.35 Executive Agreement (Jeffrey A. Miller) (incorporated by reference to Exhibit 10.1 to Halliburton's Form 8-K filed June 5, 2017, File No. 001-03492).
- † 10.36 Halliburton Company Stock and Incentive Plan, as amended and restated effective February 8, 2017 (incorporated by reference to Appendix B of Halliburton's proxy statement filed April 7, 2017, File No. 001-03492).
- † 10.37 Form of Nonstatutory Stock Option Agreement (U.S.) (incorporated by reference as Exhibit 10.1 of Halliburton's Form 10-Q filed July 27, 2018, File No. 001-03492)
- † 10.38 Form of Nonstatutory Stock Option Agreement (International) (incorporated by reference as Exhibit 10.2 of Halliburton's Form 10-Q filed July 27, 2018, File No. 001-03492).
- † 10.39 Form of Restricted Stock Agreement (incorporated by reference as Exhibit 10.3 of Halliburton's Form 10-Q filed July 27, 2018, File No. 001-03492).
- † 10.40 Form of Restricted Stock Unit Agreement (International) (incorporated by reference as Exhibit 10.4 of Halliburton's Form 10-Q filed July 27, 2018, File No. 001-03492).
- † 10.41 Form of Restricted Stock Unit Agreement (U.S. Expat) (incorporated by reference as Exhibit 10.5 of Halliburton's Form 10-Q filed July 27, 2018, File No. 001-03492).
- † 10.42 Executive Agreement (Eric J. Carre) (incorporated by reference as Exhibit 10.46 of Halliburton's Form 10-K filed February 2, 2018, File No. 001-03492).
- † 10.43 Executive Agreement (Lawrence J. Pope) (incorporated by reference as Exhibit 10.47 of Halliburton's Form 10-K filed February 2, 2018, File No. 001-03492).
- † 10.44 Executive Agreement (Robb L. Voyles) (incorporated by reference as Exhibit 10.48 of Halliburton's Form 10-K filed February 2, 2018, File No. 001-03492).
- † 10.45 Executive Agreement (Lance Loeffler) (incorporated by reference as Exhibit 10.1 of Halliburton's Form 8-K filed December 11, 2018, File No. 001-03492).
- \*† 10.46 Form of Non-Management Director Restricted Stock Unit Agreement (Stock and Incentive Plan).
- \*† 10.47 Second Amendment dated January 1, 2019, to Halliburton Company Directors' Deferred Compensation Plan as Amended and Restated effective as of May 16, 2012.
- \*† 10.48 Executive Agreement (Mark J. Richard).
- \* 21.1 Subsidiaries of the Registrant.
- \* 23.1 Consent of KPMG LLP.



\* 24.1 Powers of attorney for the following directors signed in January 2019:

Abdulaziz F. Al Khayyal  
William E. Albrecht  
Alan M. Bennett  
James R. Boyd  
Milton Carroll  
Nance K. Dicciani  
Murry S. Gerber  
Robert A. Malone

\* 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

\* 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

\*\* 32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\*\* 32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* 95 Mine Safety Disclosures.

\* 101.INS XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document

\* 101.SCH XBRL Taxonomy Extension Schema Document

\* 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

\* 101.LAB XBRL Taxonomy Extension Label Linkbase Document

\* 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

\* 101.DEF XBRL Taxonomy Extension Definition Linkbase Document

\* Filed with this Form 10-K.

\*\* Furnished with this Form 10-K.

† Management contracts or compensatory plans or arrangements.

**Item 16. Form 10-K Summary.**

None.

**SIGNATURES**

As required by Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has authorized this report to be signed on its behalf by the undersigned authorized individuals on this 13th day of February, 2019.

**HALLIBURTON COMPANY**

By /s/ Jeffrey A. Miller  
Jeffrey A. Miller  
Chairman of the Board, President and Chief Executive Officer

As required by the Securities Exchange Act of 1934, this report has been signed below by the following persons in the capacities indicated on this 13th day of February, 2019.

<u>Signature</u>	<u>Title</u>
<u>/s/ Jeffrey A. Miller</u> Jeffrey A. Miller	Chairman of the Board, Director, President and Chief Executive Officer
<u>/s/ Lance Loeffler</u> Lance Loeffler	Executive Vice President and Chief Financial Officer
<u>/s/ Charles E. Geer, Jr.</u> Charles E. Geer, Jr.	Vice President and Corporate Controller

<u>Signature</u>	<u>Title</u>
* <u>Abdulaziz F. Al Khayyal</u> Abdulaziz F. Al Khayyal	Director
* <u>William E. Albrecht</u> William E. Albrecht	Director
* <u>Alan M. Bennett</u> Alan M. Bennett	Director
* <u>James R. Boyd</u> James R. Boyd	Director
* <u>Milton Carroll</u> Milton Carroll	Director
* <u>Nance K. Dicciani</u> Nance K. Dicciani	Director
* <u>Murry S. Gerber</u> Murry S. Gerber	Director
* <u>Robert A. Malone</u> Robert A. Malone	Director

/s/ Robb L. Voyles

\*By Robb L. Voyles, Attorney-in-fact