

HALLIBURTON CO
Form 4
February 01, 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 *
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)
02/01/2008

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)
Retired EVP and COO

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 or Price		
Common Stock	02/01/2008		S		100	D	\$ 33.55 178,197
Common Stock	02/01/2008		S		200	D	\$ 33.545 177,997
Common Stock	02/01/2008		S		400	D	\$ 33.54 177,597
Common Stock	02/01/2008		S		100	D	\$ 33.539 177,497
Common Stock	02/01/2008		S		200	D	\$ 33.53 177,297

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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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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 or Number of Shares
Option to Buy Common Stock	\$ 33.17					Date Exercisable: 12/06/2006 Expiration Date: 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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