

HALLIBURTON CO
Form 4
April 04, 2008

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 *
Pope Lawrence J

(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)
04/02/2008

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)
Vice Pres, HR and Admin

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	(A) or (D)	Price
Common Stock	04/02/2008		M		4,854	A	\$ 14.53
Common Stock	04/02/2008		S ⁽¹⁾		4,854	D	\$ 40
Common Stock	04/02/2008		M		3,920	A	\$ 19.75
Common Stock	04/02/2008		S ⁽¹⁾		3,920	D	\$ 40
Common Stock	04/02/2008		M		1,160	A	\$ 21.25

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Common Stock	04/02/2008	S ⁽¹⁾	1,160	D	\$ 40	88,146.31	D
Common Stock	04/02/2008	M	2,066	A	\$ 19.78	90,212.31	D
Common Stock	04/02/2008	S ⁽¹⁾	2,066	D	\$ 40	88,146.31	D
Common Stock	04/02/2008	S ⁽¹⁾	8,000	D	\$ 40	80,146.31	D
Common Stock	04/02/2008	D	274 ⁽²⁾	D	\$ 39.42	79,878.57 ⁽³⁾	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to Buy Common Stock	\$ 14.53	04/02/2008		M	4,854	02/17/1999 02/17/2009	Common Stock 4,854
Option to Buy Common Stock	\$ 19.75	04/02/2008		M	3,920	12/02/1999 12/02/2009	Common Stock 3,920
Option to Buy Common Stock	\$ 21.25	04/02/2008		M	1,160	04/03/2000 04/03/2010	Common Stock 1,160
Option to Buy Common Stock	\$ 19.78	04/02/2008		M	2,066	02/23/2001 02/23/2011	Common Stock 2,066

Stock						
Option to Buy Common Stock	\$ 36.9		12/05/2007	12/05/2017	Common Stock	9,100
Option to Buy Common Stock	\$ 33.17		12/06/2006	12/06/2016	Common Stock	10,400
Option to Buy Common Stock	\$ 15.78		07/19/2001	07/19/2011	Common Stock	10,350
Option to Buy Common Stock	\$ 14.43		03/16/2004	03/16/2014	Common Stock	13,900
Option to Buy Common Stock	\$ 20.89		02/17/2005	02/17/2015	Common Stock	12,000
Option to Buy Common Stock	\$ 32.39		12/07/2005	12/07/2015	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pope Lawrence J 1401 MCKINNEY STREET SUITE 2400 HOUSTON, TX 77010			Vice Pres, HR and Admin	

Signatures

Robert L. Hayter, by Power of Attorney
04/04/2008

**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 December 12, 2007.

(2)

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Shares transferred to Halliburton Company for payment for Federal tax withholding obligations on lapse of restrictions on shares issued under the 1993 Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.

- (3) Includes 6.26 shares of stock accumulated through dividend reinvestment in the Halliburton Company Employee Stock Purchase Plan.
- (4) Options were disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by Reporting Person on December 12, 2007.

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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