#### HALLIBURTON CO

Form 4 April 28, 2008

# FORM 4

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

Washington, D.C. 20549

**OMB APPROVAL** 

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3235-0287

January 31,

2005

0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CORNELISON ALBERT O JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol HALLIBURTON CO [HAL]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
HALLIBURT MCKINNEY		PANY, 1401	(Month/Day/Year) 04/24/2008	Director 10% Owner X Officer (give title Other (specify below) below)  EVP and General Counsel		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
HOUSTON,	TX 77010			Form filed by More than One Reporting Person		

(City)	(State) (	Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nsaction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired ion(A) or Disposed of (D) (Instr. 3, 4 and 5)		d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A) or		Reported Transaction(s) (Instr. 3 and 4)		
~			Code V	Amount	(D)	Price	(Ilisti: 3 and 4)		
Common Stock	04/24/2008		S <u>(1)</u>	300	D	\$ 46.88	173,630	D	
Common Stock	04/24/2008		S <u>(1)</u>	1,000	D	\$ 46.9	172,630	D	
Common Stock	04/24/2008		S(1)	600	D	\$ 46.57	172,030	D	
Common Stock	04/24/2008		S(1)	100	D	\$ 46.59	171,930	D	
Common Stock	04/24/2008		S(1)	300	D	\$ 46.44	171,630	D	

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Common Stock	04/24/2008	S <u>(1)</u>	1,000	D	\$ 46.46	170,630	D
Common Stock	04/24/2008	S <u>(1)</u>	300	D	\$ 46.47	170,330	D
Common Stock	04/24/2008	S(1)	1,000	D	\$ 46.52	169,330	D
Common Stock	04/24/2008	S(1)	700	D	\$ 46.56	168,630	D
Common Stock	04/24/2008	S(1)	9,600	D	\$ 46.57	159,030	D
Common Stock	04/24/2008	S(1)	2,800	D	\$ 46.58	156,230	D
Common Stock	04/24/2008	S <u>(1)</u>	1,600	D	\$ 46.59	154,630	D
Common Stock	04/24/2008	S <u>(1)</u>	884	D	\$ 46.6	153,746	D
Common Stock	04/24/2008	S <u>(1)</u>	1,002	D	\$ 46.61	152,744	D
Common Stock	04/24/2008	S <u>(1)</u>	400	D	\$ 46.62	152,344	D
Common Stock	04/24/2008	S <u>(1)</u>	1,325	D	\$ 46.63	151,019	D
Common Stock	04/24/2008	S <u>(1)</u>	2,238	D	\$ 46.64	148,781	D
Common Stock	04/24/2008	S <u>(1)</u>	500	D	\$ 46.65	148,281	D
Common Stock	04/24/2008	S <u>(1)</u>	653	D	\$ 46.66	147,628	D
Common Stock	04/24/2008	S <u>(1)</u>	300	D	\$ 46.68	147,328	D
Common Stock	04/24/2008	S <u>(1)</u>	700	D	\$ 46.7	146,628	D
Common Stock	04/24/2008	S <u>(1)</u>	1,222	D	\$ 46.71	145,406	D
Common Stock	04/24/2008	S <u>(1)</u>	500	D	\$ 46.72	144,906	D
Common Stock	04/24/2008	S <u>(1)</u>	939	D	\$ 46.73	143,967	D
Common Stock	04/24/2008	S <u>(1)</u>	1,200	D	\$ 46.74	142,767	D
	04/24/2008	S(1)	700	D		142,067	D

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Common Stock					\$ 46.75		
Common Stock	04/24/2008	S <u>(1)</u>	1,080	D	\$ 46.76	140,987	D
Common Stock	04/24/2008	S <u>(1)</u>	1,724	D	\$ 46.77	139,263	D
Common Stock	04/24/2008	S(1)	400	D	\$ 46.78	138,863	D
Common Stock	04/24/2008	S <u>(1)</u>	200	D	\$ 46.79	138,663	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. Transacti Code (Instr. 8)	Secu Secu Acqu or Di (D)	rities nired (A) sposed of r. 3, 4,	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		16,000	12/02/2004	12/02/2014	Common Stock	16,000
Option to Buy Common Stock	\$ 36.9						12/05/2007	12/05/2017	Common Stock	18,600
Option to Buy Common Stock	\$ 33.17						12/06/2006	12/06/2016	Common Stock	31,200
Option to Buy Common Stock	\$ 32.39						12/07/2005	12/07/2015	Common Stock	30,800

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
. 8	Director	10% Owner	Officer	Other				
CORNELISON ALBERT O JR HALLIBURTON COMPANY 1401 MCKINNEY STREET HOUSTON, TX 77010			EVP and General Counsel					

### **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 November 13, 2007.
- (2) Options were disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by Reporting Person on November 13, 2007.

#### **Remarks:**

#### THIS FORM 4 IS THE 2ND OF 3 FORMS 4 BEING FILED TO REPORT TRANSACTIONS THAT OCCURRED ON API

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.

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