Brown James S Form 4 January 07, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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5 Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 *

may continue.

See Instruction

| Brown Jame | 2. Issuer Name and Ticker or Trading Symbol HALLIBURTON CO [HAL] | | | | | | Issuer (Check all applicable) | | | | | |
|--------------------------------------|---|--------------------------------|--|------------|-----|----------------|--|--|---|---|----------|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | Director 10% Owner | | | | |
| 1125 17TH | (Month/Day/Year) 01/05/2011 | | | | | | Officer (give title Other (specify below) President - Western Hemisphere | | | | | |
| | 4. If Amendment, Date Original | | | | | | 6. Individual or Joint/Group Filing(Check | | | | | |
| DENVER, CO 80202 | | | | th/Day/Yea | ar) | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| | | | | | | | | | Person | | | |
| (City) | (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year | ned n Date, if Day/Year) | Code (Instr. 3, 4 and 5) ar) (Instr. 8) (A) or | | | | d of (D) | 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) | | |
| Common Stock | 01/05/2011 | | | D | | 459 <u>(1)</u> | . , | \$ 40.75 | 282,349.47 | D | | |
| Common Stock | 01/06/2011 | | | D | | 557 <u>(1)</u> | D | \$ 38.22 | 281,792.47 | D | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

| 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. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | te | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pr Deri Secu (Inst |
|---|---|---|---|--|---|---------------------|--------------------|---|-------------------------------------|--------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Option to Buy Common Stock | \$ 39.19 | | | | | 12/01/2010 | 12/01/2020 | Common Stock | 26,100 | |
| Option to Buy Common Stock | \$ 29.35 | | | | | 12/01/2009 | 12/01/2019 | Common Stock | 45,600 | |
| Option to Buy Common Stock | \$ 15.42 | | | | | 12/02/2008 | 12/02/2018 | Common Stock | 49,700 | |
| Option to Buy Common Stock | \$ 35.67 | | | | | 02/13/2008 | 02/13/2018 | Common Stock | 10,000 | |
| Option to Buy Common Stock | \$ 22.55 | | | | | 04/07/2005 | 04/07/2015 | Common Stock | 2,193 | |
| Option to Buy Common Stock | \$ 33.02 | | | | | 01/06/2006 | 01/06/2016 | Common Stock | 6,000 | |
| Option to Buy Common Stock | \$ 29.97 | | | | | 01/03/2007 | 01/03/2017 | Common Stock | 13,400 | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Brown James S
1125 17TH STREET
SUITE 1900
DENVER, CO 80202

President - Western
Hemisphere

Signatures

Robert L. Hayter, by Power of Attorney 01/07/2011

**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).

Shares transferred to Halliburton Company for payment for Federal tax withholding obligations on lapse of restrictions on shares issued (1) under the Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.

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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