

Holsinger W Preston  
Form 4  
December 14, 2004

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Holsinger W Preston

(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)  
12/14/2004

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Vice President and Treasurer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common<br>Stock                       | 12/14/2004                              |   | D                                    | 130 (1) D  | \$<br>34.4   | 24,110   | D   |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  | 8. Pr<br>Deriv<br>Secur<br>(Instr |
|---|---|---|---|---|---|--|--------------------|---|--|-----------------------------------|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                                   |
| Option to<br>Buy<br>Common<br>Stock                 | \$ 38.61  |   |   |   |   | 12/02/2004   | 12/02/2014         | Common<br>Stock   | 3,000                                  |                                   |
| Option to<br>Buy<br>Common<br>Stock                 | \$ 29.56  |   |   |   |   | 12/04/1996   | 12/04/2006         | Common<br>Stock   | 4,500                                  |                                   |
| Option to<br>Buy<br>Common<br>Stock                 | \$ 54.5   |   |   |   |   | 12/03/1997   | 12/03/2007         | Common<br>Stock   | 3,900                                  |                                   |
| Option to<br>Buy<br>Common<br>Stock                 | \$ 28.125   |   |   |   |   | 12/02/1998   | 12/02/2008         | Common<br>Stock   | 6,000                                  |                                   |
| Option to<br>Buy<br>Common<br>Stock                 | \$ 39.5   |   |   |   |   | 12/02/1999   | 12/02/2009         | Common<br>Stock   | 6,300                                  |                                   |
| Option to<br>Buy<br>Common<br>Stock                 | \$ 39.55  |   |   |   |   | 02/23/2001   | 02/23/2011         | Common<br>Stock   | 6,300                                  |                                   |
| Option to<br>Buy<br>Common<br>Stock                 | \$ 31.55  |   |   |   |   | 07/19/2001   | 07/19/2011         | Common<br>Stock   | 5,175                                  |                                   |
| Option to<br>Buy<br>Common<br>Stock                 | \$ 9.1  |   |   |   |   | 07/23/2002   | 07/23/2012         | Common<br>Stock   | 5,000                                  |                                   |

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|           |          |            |            |        |       |
|-----------|----------|------------|------------|--------|-------|
| Option to |          |            |            |        |       |
| Buy       |          |            |            |        |       |
| Common    | \$ 28.86 | 03/16/2004 | 03/16/2014 | Common | 3,500 |
| Stock     |          |            |            | Stock  |       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Holsinger W Preston<br>1401 MCKINNEY STREET<br>SUITE 2400<br>HOUSTON, TX 77010 |               |           | Vice President and Treasurer |       |

## Signatures

|   |            |
|---|------------|
| Michael A. Weberpal, by Power of Attorney | 12/14/2004 |
| __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 Income Tax withholding obligations on lapse of restrictions on shares
- (1) 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.

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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