HALLIBURTON CO

Form 4 May 03, 2005

FORM 4

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

OMB Number: 3235-0287

Estimated average

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or 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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

	ddress of Reporting P L ROBERT L	Symbol	Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
		HALLII	BURTON CO [HAL]	(Check all applicable)			
(Last)	(First) (M	iddle) 3. Date of	Earliest Transaction				
5215 NORT SUITE 1775	H O'CONNOR B	(Month/D LVD., 04/30/20		X Director 10% Owner Officer (give title Other (specify below)			
	(Street)	4. If Amer	ndment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Mon	th/Day/Year)	Applicable Line)			
IRVING, TX	X 75039		_X_ Form filed by One Reporting Pe Form filed by More than One Re Person				
(City)	(State)	Zip) Table	e I - Non-Derivative Securities Ac	equired, 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. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common Stock				7,800 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 required to respond unless the form displays a currently valid OMB control number.

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 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 orDerivative 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	Amoun Numbe Shares
Stock Equivalent Units	<u>(1)</u>	04/30/2005		A	1,063.88 (2)	(3)	(3)	Common Stock	1,063
Option to Buy Common Stock	\$ 51.5					<u>(5)</u>	05/17/2010	Common Stock	1,00
Option to Buy Common Stock	\$ 45.35					<u>(5)</u>	05/15/2011	Common Stock	1,00
Option to Buy Common Stock	\$ 16.75					<u>(5)</u>	05/15/2012	Common Stock	1,00

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CRANDALL ROBERT L 5215 NORTH O'CONNOR BLVD., SUITE 1775 IRVING, TX 75039	X					

Signatures

Margaret E. Carriere, by Power of Attorney 05/02/2005

**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 security converts to common stock on a one-for-one basis.
- (2) Stock equivalents acquired under the Halliburton Company's Directors' Deferred Compensation Plan reported on a pro rata basis to reflect Issuer's Plan quarter. Said Plan is an ongoing securities acquisition plan.
- (3) The stock equivalent units were accrued under the Company's Directors' Deferred Compensation Plan and are settled in the Company's common stock upon cessation as a director.

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- (4) On April 28, 2005, the closing price of Halliburton Company's Common Stock on the New York Stock Exchange was \$41.55 per share.
- (5) Options are exercisable six months after the date of grant.

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.