

LESAR DAVID J  
Form 4  
December 29, 2005

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LESAR DAVID J

(Last) (First) (Middle)

1401 MCKINNEY, 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)  
12/29/2005

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)

Chairman, Pres. and CEO

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<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 (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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/29/2005                              |                                                             | S <sup>(1)</sup>                     | 3,000 D                                                                 | \$ 61.8 684,999.98                                                                                                 | D                                                                       |                                                                   |
| Common<br>Stock                       | 12/29/2005                              |                                                             | M                                    | 5,000 A                                                                 | \$ 39.5 689,999.98                                                                                                 | D                                                                       |                                                                   |
| Common<br>Stock                       | 12/29/2005                              |                                                             | S <sup>(1)</sup>                     | 5,000 D                                                                 | \$ 61.8 684,999.98                                                                                                 | D                                                                       |                                                                   |
| Common<br>Stock                       | 12/29/2005                              |                                                             | M                                    | 5,000 A                                                                 | \$ 51.5 689,999.98                                                                                                 | D                                                                       |                                                                   |
| Common<br>Stock                       | 12/29/2005                              |                                                             | S <sup>(1)</sup>                     | 5,000 D                                                                 | \$ 61.8 684,999.98                                                                                                 | D                                                                       |                                                                   |

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|              |            |                  |       |   |          |            |   |             |
|--------------|------------|------------------|-------|---|----------|------------|---|-------------|
| Common Stock | 12/29/2005 | M                | 5,000 | A | \$ 31.55 | 689,999.98 | D |             |
| Common Stock | 12/29/2005 | S <sup>(1)</sup> | 5,000 | D | \$ 61.8  | 684,999.98 | D |             |
| Common Stock |            |                  |       |   |          | 20,000     | I | Partnership |

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

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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)

| 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                 | \$ 39.5                                                | 12/29/2005                           |                                                    | M                              | 5,000                                                                                   | 12/02/2000 12/02/2009                                    | Common Stock 5,000                                            |
| Option to Buy Common Stock                 | \$ 51.5                                                | 12/29/2005                           |                                                    | M                              | 5,000                                                                                   | 09/14/2001 09/14/2010                                    | Common Stock 5,000                                            |
| Option to Buy Common Stock                 | \$ 31.55                                               | 12/29/2005                           |                                                    | M                              | 5,000                                                                                   | 04/01/2003 07/19/2011                                    | Common Stock 5,000                                            |
| Option to Buy Common Stock                 | \$ 64.78                                               |                                      |                                                    |                                |                                                                                         | 12/07/2005 12/07/2015                                    | Common Stock 90,000                                           |
| Option to Buy Common Stock                 | \$ 26.03                                               |                                      |                                                    |                                |                                                                                         | 01/02/2004 01/02/2014                                    | Common Stock 66,666                                           |

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|                            |          |            |            |              |         |
|----------------------------|----------|------------|------------|--------------|---------|
| Option to Buy Common Stock | \$ 44.08 | 03/03/2005 | 03/03/2015 | Common Stock | 100,000 |
| Option to Buy Common Stock | \$ 38.61 | 12/02/2004 | 12/02/2014 | Common Stock | 69,000  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                         |       |
|-------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                   | Director      | 10% Owner | Officer                 | Other |
| LESAR DAVID J<br>1401 MCKINNEY<br>SUITE 2400<br>HOUSTON, TX 77010 | X             |           | Chairman, Pres. and CEO |       |

## Signatures

Margaret E. Carriere, by Power of Attorney

12/29/2005

\_\_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 sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 2, 2005.
- (2) Options disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 2, 2005.

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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