

LESAR DAVID J
Form 4
March 03, 2006

FORM 4

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

OMB APPROVAL

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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

(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)
03/02/2006

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
				(A) or (D)	Price		
Common Stock	03/02/2006		D	700 ⁽¹⁾	\$ 70.61	D	
Common Stock	03/02/2006		M	10,000	\$ 51.5	D	
Common Stock	03/02/2006		S ⁽²⁾	10,000	\$ 69.75	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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(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	\$ 51.5	03/02/2006		M	10,000	09/14/2001	09/14/2011	Common Stock	10,000
Option to Buy Common Stock	\$ 31.55					04/01/2003	07/19/2011	Common Stock	38,602
Option to Buy Common Stock	\$ 26.03					01/02/2004	01/02/2014	Common Stock	33,333
Option to Buy Common Stock	\$ 64.78					12/07/2005	12/07/2015	Common Stock	90,000
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
1401 MCKINNEY
SUITE 2400
HOUSTON, TX 77010

X

Chairman, Pres. and CEO

Signatures

Robert L.
Hayter

03/03/2006

__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.
- (2) The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 2, 2005.
- (3) 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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