

HALLIBURTON CO
Form 4
May 07, 2007

FORM 4

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

OMB APPROVAL

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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 *
SMITH DAVID RICH

(Last) (First) (Middle)

**HALLIBURTON COMPANY, 2101
CITY WEST BLVD. BLDG., 1 STE.
200**

(Street)

HOUSTON, TX 77042

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HALLIBURTON CO [HAL]

3. Date of Earliest Transaction
(Month/Day/Year)
05/03/2007

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)
Vice President - Tax

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/03/2007 | | M | 15,200 A \$ 19.437 | 83,614 | D | |
| Common Stock | 05/03/2007 | | M | 16,822 A \$ 18.41 | 100,436 | D | |
| Common Stock | 05/03/2007 | | M | 16,820 A \$ 20.406 | 117,256 | D | |
| Common Stock | 05/03/2007 | | M | 16,822 A \$ 19.406 | 134,078 | D | |
| Common Stock | 05/03/2007 | | A | 3,040 (1) A \$ 32.27 | 137,118 | D | |

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| | | | | | | | | |
|--------------|------------|---|---------------------|---|----------|---------|---|--------------|
| Common Stock | 05/03/2007 | A | <u>3,364</u> (1) | A | \$ 32.27 | 140,482 | D | |
| Common Stock | 05/03/2007 | A | <u>3,364</u> (1) | A | \$ 32.27 | 143,846 | D | |
| Common Stock | 05/03/2007 | A | <u>3,365</u> (1) | A | \$ 32.27 | 147,211 | D | |
| Common Stock | | | | | | 861.28 | I | Master Trust |

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.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Buy Common Stock | \$ 19.437 | 05/03/2007 | | M | 15,200 | 11/20/1998 11/20/2007 | Common Stock | 15,200 | |
| Option to Buy Common Stock | \$ 18.41 | 05/03/2007 | | M | 16,822 | 07/15/1998 01/15/2008 | Common Stock | 16,822 | |
| Option to Buy Common Stock | \$ 19.406 | 05/03/2007 | | M | 16,822 | 01/15/1999 01/15/2008 | Common Stock | 16,822 | |
| Option to Buy Common Stock | \$ 20.406 | 05/03/2007 | | M | 16,820 | 01/15/2000 01/15/2008 | Common Stock | 16,820 | |
| Option to Buy | \$ 32.39 | | | | | 12/07/2005 12/07/2015 | Common Stock | 3,800 | |

| | | | | | |
|----------------------------|----------|------------|------------|--------------|--------|
| Common Stock | | | | | |
| Option to Buy Common Stock | \$ 13.02 | 01/02/2004 | 01/02/2014 | Common Stock | 6,666 |
| Option to Buy Common Stock | \$ 15.78 | 04/01/2003 | 07/19/2011 | Common Stock | 6,186 |
| Option to Buy Common Stock | \$ 10.95 | 04/01/2003 | 10/01/2011 | Common Stock | 6,186 |
| Option to Buy Common Stock | \$ 6.14 | 04/01/2003 | 04/01/2012 | Common Stock | 6,186 |
| Option to Buy Common Stock | \$ 8.38 | 04/01/2003 | 04/01/2012 | Common Stock | 6,186 |
| Option to Buy Common Stock | \$ 19.31 | 12/02/2004 | 12/02/2014 | Common Stock | 4,800 |
| Option to Buy Common Stock | \$ 19.75 | 12/02/2000 | 12/02/2009 | Common Stock | 21,000 |
| Option to Buy Common Stock | \$ 19.78 | 02/23/2002 | 02/23/2011 | Common Stock | 21,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH DAVID RICH HALLIBURTON COMPANY 2101 CITY WEST BLVD. BLDG., 1 STE. 200 HOUSTON, TX 77042 | | | Vice President - Tax | |

Signatures

Robert L. Hayter, by Power of
Attorney

05/07/2007

__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).

Under the terms of of Dresser's 1992 Stock Compensation Plan which was assumed by Halliburton Company pursuant to the Merger, one (1) (1) restricted share of Halliburton Company common stock will be issued for every five (5) shares of the related stock option exercised and held for three (3) years.

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.