

HALLIBURTON CO
Form 4
February 01, 2008

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 *

Lane Andrew R

(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)

02/01/2008

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)

Retired EVP and COO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/01/2008 | | S | | 100 | D | \$ 33.55 178,197 |
| Common Stock | 02/01/2008 | | S | | 200 | D | \$ 33.545 177,997 |
| Common Stock | 02/01/2008 | | S | | 400 | D | \$ 33.54 177,597 |
| Common Stock | 02/01/2008 | | S | | 100 | D | \$ 33.539 177,497 |
| Common Stock | 02/01/2008 | | S | | 200 | D | \$ 33.53 177,297 |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------|---------|---|
| Common Stock | 02/01/2008 | S | 2,500 | D | \$ 33.52 | 174,797 | D |
| Common Stock | 02/01/2008 | S | 100 | D | \$ 33.515 | 174,697 | D |
| Common Stock | 02/01/2008 | S | 2,600 | D | \$ 33.51 | 172,097 | D |
| Common Stock | 02/01/2008 | S | 200 | D | \$ 33.505 | 171,897 | D |
| Common Stock | 02/01/2008 | S | 14,737 | D | \$ 33.5 | 157,160 | D |
| Common Stock | 02/01/2008 | S | 1,200 | D | \$ 33.495 | 155,960 | D |
| Common Stock | 02/01/2008 | S | 7,600 | D | \$ 33.49 | 155,200 | D |
| Common Stock | 02/01/2008 | S | 2,800 | D | \$ 33.485 | 152,400 | D |
| Common Stock | 02/01/2008 | S | 1,100 | D | \$ 33.48 | 151,300 | D |
| Common Stock | 02/01/2008 | S | 2,800 | D | \$ 33.47 | 148,500 | D |
| Common Stock | 02/01/2008 | S | 200 | D | \$ 33.465 | 148,300 | D |
| Common Stock | 02/01/2008 | S | 800 | D | \$ 33.46 | 147,500 | D |
| Common Stock | 02/01/2008 | S | 600 | D | \$ 33.45 | 146,900 | D |
| Common Stock | 02/01/2008 | S | 800 | D | \$ 33.44 | 146,100 | D |
| Common Stock | 02/01/2008 | S | 100 | D | \$ 33.435 | 146,000 | D |
| Common Stock | 02/01/2008 | S | 4,100 | D | \$ 33.43 | 141,800 | D |
| Common Stock | 02/01/2008 | S | 700 | D | \$ 33.429 | 141,100 | D |
| Common Stock | 02/01/2008 | S | 200 | D | \$ 33.425 | 140,900 | D |
| Common Stock | 02/01/2008 | S | 300 | D | \$ 33.42 | 140,600 | D |
| Common Stock | 02/01/2008 | S | 300 | D | \$ 33.41 | 140,300 | D |
| | 02/01/2008 | S | 100 | D | | 140,200 | D |

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| | | | | | | | | |
|--------------|------------|--|---|-------|---|-----------|---------|---|
| Common Stock | | | | | | \$ 33.405 | | |
| Common Stock | 02/01/2008 | | S | 7,100 | D | \$ 33.4 | 133,100 | D |
| Common Stock | 02/01/2008 | | S | 400 | D | \$ 33.395 | 132,700 | D |
| Common Stock | 02/01/2008 | | S | 4,700 | D | \$ 33.39 | 128,000 | D |
| Common Stock | 02/01/2008 | | S | 1,300 | D | \$ 33.385 | 126,700 | 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.

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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) | 8. Price 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 | \$ 33.17 | | | | | 12/06/2006 | 12/06/2016 | Common Stock | 55,000 |
| Option to Buy Common Stock | \$ 14.43 | | | | | 03/16/2004 | 03/16/2014 | Common Stock | 5,346 |
| Option to Buy Common Stock | \$ 19.31 | | | | | 12/02/2004 | 12/02/2014 | Common Stock | 25,200 |
| | \$ 32.39 | | | | | 12/07/2005 | 12/07/2015 | | 40,000 |

Option to
Buy
Common
Stock

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------|
| | Director | 10% Owner | Officer | Other |
| Lane Andrew R 1401 MCKINNEY STREET SUITE 2400 HOUSTON, TX 77010 | | | | Retired EVP and COO |

Signatures

| | |
|---|------------|
| Robert L. Hayter, by Power of Attorney | 02/01/2008 |
| __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).

Remarks:

1st of 2 Forms 4 filed on February 1, 2008, on behalf of Andrew R. Lane for transactions occurring on February 1, 2008.

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.