

LESAR DAVID J
Form 4
January 26, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1401 MCKINNEY, SUITE 2400

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, Pres. and CEO

(Street)
HOUSTON, TX 77010

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(D)	Price
Common Stock	01/26/2006		M		18,000	A	\$ 39.5 684,992.48
Common Stock	01/26/2006		S ⁽¹⁾		18,000	D	\$ 73.71 666,992.48
Common Stock	01/26/2006		M		12,000	A	\$ 39.5 678,992.48
Common Stock	01/26/2006		S ⁽¹⁾		12,000	D	\$ 73.72 666,992.48
Common Stock	01/26/2006		M		5,000	A	\$ 39.5 674,992.48

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Common Stock	01/26/2006	S ⁽¹⁾	5,000	D	\$ 73.6	669,992.48	D	
Common Stock	01/26/2006	M	4,000	A	\$ 39.5	673,992.48	D	
Common Stock	01/26/2006	S ⁽¹⁾	4,000	D	\$ 73.45	669,992.48	D	
Common Stock	01/26/2006	M	10,000	A	\$ 39.5	679,992.48	D	
Common Stock	01/26/2006	S ⁽¹⁾	10,000	D	\$ 73.3	669,992.48	D	
Common Stock	01/26/2006	M	1,000	A	\$ 39.5	670,992.48	D	
Common Stock	01/26/2006	S ⁽¹⁾	1,000	D	\$ 73.26	669,992.48	D	
Common Stock	01/26/2006	M	25,000	A	\$ 39.5	694,992.48	D	
Common Stock	01/26/2006	S ⁽¹⁾	25,000	D	\$ 73.71	669,992.48	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 of Number of Shares
Option to Buy Common Stock	\$ 39.5	01/26/2006		M	50,000	12/02/2000	12/02/2009	Common Stock	50,000
	\$ 51.5	01/26/2006		M	25,000	09/14/2001	09/14/2010		25,000

Option to Buy Common Stock				Common Stock	
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

Margaret E. Carriere, by Power of Attorney 01/26/2006

__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).

(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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