

HALLIBURTON CO  
Form 4  
April 28, 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 \*  
**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)  
04/24/2008

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)  
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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/24/2008		S <sup>(1)</sup>		800	D	\$ 46.67
Common Stock	04/24/2008		S <sup>(1)</sup>		2,700	D	\$ 46.68
Common Stock	04/24/2008		S <sup>(1)</sup>		800	D	\$ 46.69
Common Stock	04/24/2008		S <sup>(1)</sup>		4,100	D	\$ 46.7
Common Stock	04/24/2008		S <sup>(1)</sup>		2,078	D	\$ 46.71

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Common Stock	04/24/2008	S <sup>(1)</sup>	1,100	D	\$ 46.72	985,503	D	
Common Stock	04/24/2008	S <sup>(1)</sup>	3,213	D	\$ 46.73	982,290	D	
Common Stock	04/24/2008	S <sup>(1)</sup>	5,987	D	\$ 46.74	976,303	D	
Common Stock	04/24/2008	S <sup>(1)</sup>	1,200	D	\$ 46.75	975,103	D	
Common Stock	04/24/2008	S <sup>(1)</sup>	5,900	D	\$ 46.76	969,203	D	
Common Stock	04/24/2008	S <sup>(1)</sup>	3,000	D	\$ 46.77	966,203	D	
Common Stock	04/24/2008	S <sup>(1)</sup>	3,100	D	\$ 46.83	963,103	D	
Common Stock	04/24/2008	S <sup>(1)</sup>	100	D	\$ 46.81	963,003	D	
Common Stock	04/24/2008	S <sup>(1)</sup>	100	D	\$ 46.82	962,903	D	
Common Stock	04/24/2008	S <sup>(1)</sup>	500	D	\$ 46.84	962,493	D	
Common Stock	04/24/2008	S <sup>(1)</sup>	1,400	D	\$ 46.85	961,003	D	
Common Stock						40,000	I	Partnership

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 19.31	04/24/2008		M	42,000	12/02/2004	12/02/2014		42,000

Option to Buy Common Stock								Common Stock	
Option to Buy Common Stock	\$ 22.04	04/24/2008	M	66,666	03/03/2005	03/03/2015		Common Stock	66,666
Option to Buy Common Stock	\$ 36.9				12/05/2007	12/05/2017		Common Stock	110,700
Option to Buy Common Stock	\$ 33.17				12/06/2006	12/06/2016		Common Stock	348,699
Option to Buy Common Stock	\$ 32.39				12/07/2005	12/07/2015		Common Stock	180,000

## 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, by Power of Attorney  
Date: 04/28/2008

\_\_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).
- (1) The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 29, 2008.
- (2) Options disposed of through exercise pursuant to a Rule 10b1-5 trading plan adopted by the Reporting Person on February 29, 2008.

### Remarks:

THIS FORM 4 IS THE 4TH OF 4 FORMS 4 BEING FILED TO REPORT TRANSACTIONS THAT OCCURRED ON APR

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.