

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 *
CORNELISON ALBERT O JR

(Last) (First) (Middle)

HALLIBURTON COMPANY, 1401
MCKINNEY STREET

(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)

EVP and General Counsel

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		M	16,000 A \$ 19.31	187,930	D	
Common Stock	04/24/2008		S ⁽¹⁾	100 D \$ 46.44	187,830	D	
Common Stock	04/24/2008		S ⁽¹⁾	200 D \$ 46.58	187,630	D	
Common Stock	04/24/2008		S ⁽¹⁾	200 D \$ 46.65	187,430	D	
Common Stock	04/24/2008		S ⁽¹⁾	100 D \$ 46.81	187,330	D	

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Common Stock	04/24/2008	<u>S(1)</u>	300	D	\$ 46.88	187,030	D
Common Stock	04/24/2008	<u>S(1)</u>	200	D	\$ 46.46	186,830	D
Common Stock	04/24/2008	<u>S(1)</u>	400	D	\$ 46.61	186,430	D
Common Stock	04/24/2008	<u>S(1)</u>	500	D	\$ 46.62	185,930	D
Common Stock	04/24/2008	<u>S(1)</u>	200	D	\$ 46.63	185,730	D
Common Stock	04/24/2008	<u>S(1)</u>	100	D	\$ 46.64	185,630	D
Common Stock	04/24/2008	<u>S(1)</u>	900	D	\$ 46.66	184,730	D
Common Stock	04/24/2008	<u>S(1)</u>	100	D	\$ 46.67	184,630	D
Common Stock	04/24/2008	<u>S(1)</u>	1,500	D	\$ 46.68	183,130	D
Common Stock	04/24/2008	<u>S(1)</u>	200	D	\$ 46.7	182,930	D
Common Stock	04/24/2008	<u>S(1)</u>	800	D	\$ 46.71	182,130	D
Common Stock	04/24/2008	<u>S(1)</u>	400	D	\$ 46.72	181,730	D
Common Stock	04/24/2008	<u>S(1)</u>	1,300	D	\$ 46.73	180,430	D
Common Stock	04/24/2008	<u>S(1)</u>	1,200	D	\$ 46.74	179,230	D
Common Stock	04/24/2008	<u>S(1)</u>	1,100	D	\$ 46.75	178,130	D
Common Stock	04/24/2008	<u>S(1)</u>	1,300	D	\$ 46.76	176,830	D
Common Stock	04/24/2008	<u>S(1)</u>	100	D	\$ 46.77	176,730	D
Common Stock	04/24/2008	<u>S(1)</u>	1,200	D	\$ 46.78	175,530	D
Common Stock	04/24/2008	<u>S(1)</u>	300	D	\$ 46.82	175,230	D
Common Stock	04/24/2008	<u>S(1)</u>	400	D	\$ 46.83	174,830	D
	04/24/2008	<u>S(1)</u>	400	D		174,430	D

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Common Stock					\$		
					46.84		
Common Stock	04/24/2008		S ⁽¹⁾	200	D	\$	
					46.85	174,230	D
Common Stock	04/24/2008		S ⁽¹⁾	300	D	\$	
					46.52	173,930	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to Buy Common Stock	\$ 19.31	04/24/2008		M	16,000	12/02/2004 12/02/2014	Common Stock 16,000
Option to Buy Common Stock	\$ 36.9					12/05/2007 12/05/2017	Common Stock 18,600
Option to Buy Common Stock	\$ 33.17					12/06/2006 12/06/2016	Common Stock 31,200
Option to Buy Common Stock	\$ 32.39					12/07/2005 12/07/2015	Common Stock 30,800

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

CORNELISON ALBERT O JR
HALLIBURTON COMPANY
1401 MCKINNEY STREET
HOUSTON, TX 77010

EVP and
General
Counsel

Signatures

Robert L. Hayter, by Power of
Attorney

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 November 13, 2007.
- (2) Options were disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by Reporting Person on November 13, 2007.

Remarks:

THIS FORM 4 IS THE FIRST OF 3 FORMS 4 BEING FILED TO REPORT TRANSACTIONS THAT OCCURRED ON A

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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