

PROBERT TIMOTHY J
Form 4
December 03, 2010

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 *
PROBERT TIMOTHY 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)
3000 N. SAM HOUSTON PKWY E

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres. - Global Business Lines

HOUSTON, TX 77032

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/01/2010 | | A | | 23,300 (1) | A | \$ 39.19 (2) |
| Common Stock | 12/01/2010 | | D | | 2,593 (3) | D | \$ 39.19 |
| Common Stock | 12/02/2010 | | D | | 1,852 (3) | D | \$ 40.61 |

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

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 | \$ 39.19 | 12/01/2010 | | A | 26,100 ⁽⁴⁾ | 12/01/2010 ⁽⁵⁾ | 12/01/2020 | Common Stock | 26,100 |
| Option to Buy Common Stock | \$ 29.35 | | | | | 12/01/2009 | 12/01/2019 | Common Stock | 45,600 |
| Option to Buy Common Stock | \$ 15.42 | | | | | 12/02/2008 | 12/02/2018 | Common Stock | 26,400 |
| Option to Buy Common Stock | \$ 9.3 | | | | | 01/29/2003 | 01/29/2013 | Common Stock | 20,000 |
| Option to Buy Common Stock | \$ 35.67 | | | | | 02/13/2008 | 02/13/2018 | Common Stock | 8,400 |
| Option to Buy Common Stock | \$ 11.82 | | | | | 06/09/2003 | 06/09/2013 | Common Stock | 35,200 |
| Option to Buy Common Stock | \$ 14.43 | | | | | 03/16/2004 | 03/16/2014 | Common Stock | 14,000 |
| Option to Buy Common Stock | \$ 22.55 | | | | | 04/07/2005 | 04/07/2015 | Common Stock | 10,920 |

Stock

Option to
Buy
Common
Stock

\$ 33.02

01/06/2006 01/06/2016

Common
Stock

11,00

Option to
Buy
Common
Stock

\$ 29.87

01/03/2007 01/03/2017

Common
Stock

13,40

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| PROBERT TIMOTHY J 3000 N. SAM HOUSTON PKWY E HOUSTON, TX 77032 | | | Pres. - Global Business Lines | |

Signatures

Robert L. Hayter, by Power of
Attorney

12/03/2010

__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) Shares awarded pursuant to the Halliburton Company Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- (2) On December 1, 2010, the closing price of Halliburton Company's Common Stock on the New York Stock Exchange was \$39.19.
Shares transferred to Halliburton Company for payment for Federal tax withholding obligations on lapse of restrictions on shares issued
- (3) under the Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.
- (4) Stock options awarded pursuant to the Halliburton Company Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- (5) The options granted become exercisable on each of the first, second and third anniversaries of the grant in cumulative increments of one-third each of the number of shares subject to the option.

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.