

CORNELISON ALBERT O JR
 Form 4
 March 10, 2011

FORM 4

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

OMB APPROVAL

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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

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)
 HALLIBURTON COMPANY, 3000
 N. SAM HOUSTON PKWY E.

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/08/2011

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 EVP and General Counsel

(Street)
 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 or Price (A) or (D) | | |
| Common Stock | 03/08/2011 | | S | | 11,000 (1) | D | |
| | | | | | \$ 45.72 (2) | | |
| Common Stock | 03/08/2011 | | M | | 26,667 | A | |
| | | | | | \$ 15.42 | | |
| Common Stock | 03/08/2011 | | S | | 26,667 (1) | D | |
| | | | | | \$ 46.02 (3) | | |

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Buy Common Stock | \$ 15.42 | 03/08/2011 | | M | 26,667 (4) | 12/01/2008 | 12/01/2018 | Common Stock | 40,000 |
| Option to Buy Common Stock | \$ 39.19 | | | | | 12/01/2010 | 12/01/2020 | Common Stock | 25,100 |
| Option to Buy Common Stock | \$ 29.35 | | | | | 12/01/2009 | 12/01/2019 | Common Stock | 36,100 |
| Option to Buy Common Stock | \$ 36.9 | | | | | 12/05/2007 | 12/05/2017 | Common Stock | 18,000 |
| Option to Buy Common Stock | \$ 33.17 | | | | | 12/06/2006 | 12/06/2016 | Common Stock | 31,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CORNELISON ALBERT O JR HALLIBURTON COMPANY 3000 N. SAM HOUSTON PKWY E. HOUSTON, TX 77032 | | | EVP and General Counsel | |

Signatures

Robert L. Hayter, by Power of
Attorney

03/10/2011

__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 February 22, 2011.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.62 to \$45.87, inclusive. The Reporting Person undertakes to provide to Halliburton Company, any security holder of Halliburton Company, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

(2)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.87 to \$46.37, inclusive. The Reporting Person undertakes to provide to Halliburton Company, any security holder of Halliburton Company, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

(3)

(4) Options disposed of through exercise pursuant to a Rule 10b1-5 trading plan adopted by the Reporting Person on February 22, 2011.

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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