

HALLIBURTON CO

Form 4

April 04, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pope Lawrence J

(Last) (First) (Middle)

1401 MCKINNEY STREET, 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)

04/02/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

Vice Pres, HR and Admin

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership (Instr. 4)
Common Stock	04/02/2008		M	4,854 A	\$ 14.53	93,000.31	D
Common Stock	04/02/2008		S ⁽¹⁾	4,854 D	\$ 40	88,146.31	D
Common Stock	04/02/2008		M	3,920 A	\$ 19.75	92,066.31	D
Common Stock	04/02/2008		S ⁽¹⁾	3,920 D	\$ 40	88,146.31	D
Common Stock	04/02/2008		M	1,160 A	\$ 21.25	89,306.31	D

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Common Stock	04/02/2008	S ⁽¹⁾	1,160	D	\$ 40	88,146.31	D
Common Stock	04/02/2008	M	2,066	A	\$ 19.78	90,212.31	D
Common Stock	04/02/2008	S ⁽¹⁾	2,066	D	\$ 40	88,146.31	D
Common Stock	04/02/2008	S ⁽¹⁾	8,000	D	\$ 40	80,146.31	D
Common Stock	04/02/2008	D	274 ⁽²⁾	D	\$ 39.42	79,878.57 ⁽³⁾	D

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

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(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 or Number of Shares
Option to Buy Common Stock	\$ 14.53	04/02/2008		M	4,854	02/17/1999 02/17/2009	Common Stock 4,854
Option to Buy Common Stock	\$ 19.75	04/02/2008		M	3,920	12/02/1999 12/02/2009	Common Stock 3,920
Option to Buy Common Stock	\$ 21.25	04/02/2008		M	1,160	04/03/2000 04/03/2010	Common Stock 1,160
Option to Buy Common	\$ 19.78	04/02/2008		M	2,066	02/23/2001 02/23/2011	Common Stock 2,066

Stock

Option to
Buy
Common
Stock

\$ 36.9

12/05/2007 12/05/2017

Common
Stock 9,100

Option to
Buy
Common
Stock

\$ 33.17

12/06/2006 12/06/2016

Common
Stock 10,400

Option to
Buy
Common
Stock

\$ 15.78

07/19/2001 07/19/2011

Common
Stock 10,350

Option to
Buy
Common
Stock

\$ 14.43

03/16/2004 03/16/2014

Common
Stock 13,900

Option to
Buy
Common
Stock

\$ 20.89

02/17/2005 02/17/2015

Common
Stock 12,000

Option to
Buy
Common
Stock

\$ 32.39

12/07/2005 12/07/2015

Common
Stock 7,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pope Lawrence J 1401 MCKINNEY STREET SUITE 2400 HOUSTON, TX 77010			Vice Pres, HR and Admin	

Signatures

Robert L. Hayter, by Power of Attorney 04/04/2008

__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 December 12, 2007.

(2)

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Shares transferred to Halliburton Company for payment for Federal tax withholding obligations on lapse of restrictions on shares issued under the 1993 Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.

- (3) Includes 6.26 shares of stock accumulated through dividend reinvestment in the Halliburton Company Employee Stock Purchase Plan.
- (4) Options were disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by Reporting Person on December 12, 2007.

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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