

HALLIBURTON CO

Form 4

April 28, 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

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(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
____X____ Officer (give title below) ____ Other (specify below)

EVP and General Counsel

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	04/24/2008		S ⁽¹⁾	300 D	\$ 46.88 173,630	D	
Common Stock	04/24/2008		S ⁽¹⁾	1,000 D	\$ 46.9 172,630	D	
Common Stock	04/24/2008		S ⁽¹⁾	600 D	\$ 46.57 172,030	D	
Common Stock	04/24/2008		S ⁽¹⁾	100 D	\$ 46.59 171,930	D	
Common Stock	04/24/2008		S ⁽¹⁾	300 D	\$ 46.44 171,630	D	

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Common Stock	04/24/2008	<u>S⁽¹⁾</u>	1,000	D	\$ 46.46	170,630	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	300	D	\$ 46.47	170,330	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	1,000	D	\$ 46.52	169,330	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	700	D	\$ 46.56	168,630	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	9,600	D	\$ 46.57	159,030	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	2,800	D	\$ 46.58	156,230	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	1,600	D	\$ 46.59	154,630	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	884	D	\$ 46.6	153,746	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	1,002	D	\$ 46.61	152,744	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	400	D	\$ 46.62	152,344	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	1,325	D	\$ 46.63	151,019	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	2,238	D	\$ 46.64	148,781	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	500	D	\$ 46.65	148,281	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	653	D	\$ 46.66	147,628	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	300	D	\$ 46.68	147,328	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	700	D	\$ 46.7	146,628	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	1,222	D	\$ 46.71	145,406	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	500	D	\$ 46.72	144,906	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	939	D	\$ 46.73	143,967	D
Common Stock	04/24/2008	<u>S⁽¹⁾</u>	1,200	D	\$ 46.74	142,767	D
	04/24/2008	<u>S⁽¹⁾</u>	700	D		142,067	D

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Common Stock						\$ 46.75		
Common Stock	04/24/2008	S ⁽¹⁾	1,080	D		\$ 46.76	140,987	D
Common Stock	04/24/2008	S ⁽¹⁾	1,724	D		\$ 46.77	139,263	D
Common Stock	04/24/2008	S ⁽¹⁾	400	D		\$ 46.78	138,863	D
Common Stock	04/24/2008	S ⁽¹⁾	200	D		\$ 46.79	138,663	D

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
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			
	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 2ND OF 3 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.
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