

HALLIBURTON CO
Form 4
November 13, 2008

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 *
King David S

(Last) (First) (Middle)
10200 BELLAIRE
BLVD., 2NE-14B

(Street)

HOUSTON, TX 77072

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HALLIBURTON CO [HAL]

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2008

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)
Pres. - Completion & Productio

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/12/2008		D	35 ⁽¹⁾	\$ 44.58	D	
Common Stock	11/12/2008		D	129 ⁽¹⁾	\$ 30.32	D	

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

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SEC 1474
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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)	8. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy Common Stock	\$ 15.77					07/19/2001	07/19/2011	Common Stock	4,347 ⁽³⁾
Option to Buy Common Stock	\$ 7.47					08/28/2002	08/28/2012	Common Stock	4,200 ⁽⁴⁾
Option to Buy Common Stock	\$ 14.43					03/16/2004	03/16/2014	Common Stock	3,478 ⁽⁵⁾
Option to Buy Common Stock	\$ 22.55					04/07/2005	04/07/2015	Common Stock	6,132 ⁽⁶⁾
Option to Buy Common Stock	\$ 33.02					01/06/2006	01/06/2016	Common Stock	5,054 ⁽⁷⁾
Option to Buy Common Stock	\$ 29.87					01/03/2007	01/03/2017	Common Stock	5,819 ⁽⁸⁾
Option to Buy Common Stock	\$ 35.67					02/13/2008	02/13/2018	Common Stock	7,553 ⁽⁹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
King David S 10200 BELLAIRE BLVD. 2NE-14B HOUSTON, TX 77072			Pres. - Completion & Productio	

Signatures

Robert L. Hayter, by Power of Attorney	11/13/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

- Shares transferred to Halliburton Company for payment for Federal tax withholding obligations on lapse of restrictions on shares issued
- (1) under the 1993 Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.
 - (2) Since the date of the Reporting Person's last report, 13,844 shares of common stock were transferred to his ex-wife pursuant to a qualified domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.
 - (3) Since the date of the Reporting Person's last report, 6,003 stock options were transferred to his ex-wife pursuant to a qualified domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.
 - (4) Since the date of the Reporting Person's last report, 5,800 stock options were transferred to his ex-wife pursuant to a qualified domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.
 - (5) Since the date of the Reporting Person's last report, 4,802 stock options were transferred to his ex-wife pursuant to a qualified domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.
 - (6) Since the date of the Reporting Person's last report, 8,468 stock options were transferred to his ex-wife pursuant to a qualified domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.
 - (7) Since the date of the Reporting Person's last report, 5,946 stock options were transferred to his ex-wife pursuant to a qualified domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.
 - (8) Since the date of the Reporting Person's last report, 4,181 stock options were transferred to his ex-wife pursuant to a qualified domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.
 - (9) Since the date of the Reporting Person's last report, 847 stock options were transferred to his ex-wife pursuant to a qualified domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.

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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