

Nunez Craig W
 Form 4
 February 28, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Nunez Craig W

(Last) (First) (Middle)
 10200 BELLAIRE
 BLVD., 2NW-18C
 (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)
 02/25/2011

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)
 Senior Vice Pres. & Treasurer

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/25/2011		S		14,905	D	\$ 46.19 (1)
Common Stock	02/25/2011		M		6,000	A	\$ 39.48
Common Stock	02/25/2011		S		6,000	D	\$ 46.07 (2)
Common Stock	02/25/2011		M		6,700	A	\$ 33.17
	02/25/2011		S		6,700	D	21,060

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Common Stock						\$ 46.03 (3)		
Common Stock	02/25/2011		M	5,000	A	\$ 36.9	26,060	D
Common Stock	02/25/2011		S	5,000	D	\$ 46.15 (4)	21,060	D
Common Stock	02/25/2011		M	6,667	A	\$ 15.42	27,727	D
Common Stock	02/25/2011		S	6,667	D	\$ 46.1 (5)	21,060	D
Common Stock	02/25/2011		M	2,434	A	\$ 29.35	23,494	D
Common Stock	02/25/2011		S	2,434	D	\$ 46.1 (6)	21,060	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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy Common Stock	\$ 39.48	02/25/2011		M	6,000	02/01/2006 02/01/2016	Common Stock	6,000	
Option to Buy Common Stock	\$ 33.17	02/25/2011		M	6,700	12/06/2006 12/06/2016	Common Stock	6,700	

Option to Buy Common Stock	\$ 36.9	02/25/2011	M	5,000	12/05/2007	12/05/2017	Common Stock	5,000
Option to Buy Common Stock	\$ 15.42	02/25/2011	M	6,667	12/02/2008	12/02/2018	Common Stock	6,667
Option to Buy Common Stock	\$ 29.35	02/25/2011	M	2,434	12/01/2009	12/01/2019	Common Stock	2,434
Option to Buy Common Stock	\$ 39.19				12/01/2010	12/01/2020	Common Stock	5,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nunez Craig W 10200 BELLAIRE BLVD. 2NW-18C HOUSTON, TX 77072			Senior Vice Pres. & Treasurer	

Signatures

Robert L. Hayter, by Power of Attorney
02/28/2011

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.16 to \$46.21, 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, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) 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 \$46.04 to \$46.10, 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, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.01 to \$46.06, 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, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- (4)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.15 to \$46.16, 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, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.08 to \$46.11, 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, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (5) to this Form 4.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.091 to \$46.11, 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, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (6) to this Form 4.

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.