

LESAR DAVID J
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 *
LESAR DAVID J

(Last) (First) (Middle)
3000 N. SAM HOUSTON PARKWAY E.
(Street)

HOUSTON, TX 77032

(City) (State) (Zip)

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

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

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)
Chairman, Pres. and CEO

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)
			Code	V	Amount or Price		
Common Stock	03/08/2011		S		\$ 12,786 (1) 45.57 (2)	D	D
Common Stock	03/08/2011		S		\$ 18,556 (1) 46.21 (3)	D	D
Common Stock	03/08/2011		S		\$ 17,000 (1) 45.56 (4)	D	D
Common Stock	03/08/2011		S		\$ 22,493 (1) 46.01	D	D

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						(5)		
Common Stock	03/08/2011		M	46,000	A	\$ 19.31	868,887.19	D
Common Stock	03/08/2011		S	<u>46,000</u> (1)	D	\$ 45.45 (6)	822,887.19	D
Common Stock	03/08/2011		M	133,334	A	\$ 22.04	956,221.19	D
Common Stock	03/08/2011		S	<u>133,334</u> (1)	D	\$ 45.8 (7)	822,887.19	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 Number Shares
Option to Buy Common Stock	\$ 19.31	03/08/2011		M	<u>46,000</u> (8)	12/02/2004	12/02/2014	Common Stock	46,000
Option to Buy Common Stock	\$ 22.04	03/08/2011		M	<u>133,334</u> (8)	03/03/2005	03/03/2015	Common Stock	133,334
Option to Buy Common Stock	\$ 39.19					12/01/2010	12/01/2020	Common Stock	108,000
Option to Buy Common Stock	\$ 15.42					12/02/2008	12/02/2018	Common Stock	174,710
	\$ 29.35					12/01/2009	12/01/2019		128,400

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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 \$46.00 to \$46.03, 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.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.37 to \$45.45, 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.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.16 to \$46.17, 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.

(8) 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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