

Pope Lawrence J
Form 4
April 04, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Pope Lawrence J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
HALLIBURTON COMPANY, 3000
N. SAM HOUSTON PARKWAY E.

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2011

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

EVP Administration & CHRO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOUSTON, TX 77032

(City) (State) (Zip)

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 | 03/31/2011 | | M | 3,000 | \$ 14.43 | D | |
| Common Stock | 03/31/2011 | | S | <u>3,000</u> ⁽¹⁾ | \$ 50 | D | |
| Common Stock | 04/01/2011 | | D | 378 <u>(2)</u> | \$ 49.34 | D | |

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

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number.

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Buy Common Stock | \$ 14.43 | 03/31/2011 | | M | 3,000 (3) | 03/16/2004 | 03/16/2014 | Common Stock | 13,900 |
| Option to Buy Common Stock | \$ 39.19 | | | | | 12/01/2010 | 12/01/2020 | Common Stock | 23,000 |
| Option to Buy Common Stock | \$ 29.35 | | | | | 12/01/2009 | 12/01/2019 | Common Stock | 26,500 |
| Option to Buy Common Stock | \$ 15.42 | | | | | 12/02/2008 | 12/02/2018 | Common Stock | 21,100 |
| 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 | \$ 20.89 | | | | | 02/17/2005 | 02/17/2015 | Common Stock | 12,000 |
| Option to Buy Common | \$ 32.39 | | | | | 12/07/2005 | 12/07/2015 | Common Stock | 7,000 |

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pope Lawrence J HALLIBURTON COMPANY 3000 N. SAM HOUSTON PARKWAY E. HOUSTON, TX 77032 | | | EVP Administration & CHRO | |

Signatures

Robert L. Hayter, by Power of Attorney
04/04/2011

__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 sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 23, 2011.
Shares transferred to Halliburton Company for payment for Federal tax withholding obligations on lapse of restrictions on shares issued
- (2) under the Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.
- (3) Options disposed of through exercise pursuant to a Rule 10b1-5 trading plan adopted by the Reporting Person on February 23, 2011.

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.