

HALLIBURTON CO  
 Form 4  
 April 28, 2008

**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

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 \*  
**LESAR DAVID J**

(Last) (First) (Middle)

1401 MCKINNEY, SUITE 2400

(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  
 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	04/24/2008		S(1)	200 D \$ 46.65	1,019,603	D	
Common Stock	04/24/2008		S(1)	1,000 D \$ 46.67	1,018,603	D	
Common Stock	04/24/2008		S(1)	1,100 D \$ 46.68	1,017,503	D	
Common Stock	04/24/2008		S(1)	400 D \$ 46.69	1,017,103	D	
Common Stock	04/24/2008		S(1)	2,400 D \$ 46.7	1,014,703	D	

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Common Stock	04/24/2008	<u>S(1)</u>	700	D	\$ 46.72	1,014,003	D
Common Stock	04/24/2008	<u>S(1)</u>	3,200	D	\$ 46.73	1,010,803	D
Common Stock	04/24/2008	<u>S(1)</u>	4,379	D	\$ 46.74	1,006,424	D
Common Stock	04/24/2008	<u>S(1)</u>	2,000	D	\$ 46.75	1,004,424	D
Common Stock	04/24/2008	<u>S(1)</u>	1,385	D	\$ 46.76	1,003,039	D
Common Stock	04/24/2008	<u>S(1)</u>	700	D	\$ 46.77	1,002,339	D
Common Stock	04/24/2008	<u>S(1)</u>	300	D	\$ 46.78	1,002,039	D
Common Stock	04/24/2008	<u>S(1)</u>	1,000	D	\$ 46.81	1,001,039	D
Common Stock	04/24/2008	<u>S(1)</u>	37	D	\$ 46.86	1,001,002	D
Common Stock	04/24/2008	M	66,666	A	\$ 22.04	1,067,668	D
Common Stock	04/24/2008	<u>S(1)</u>	1,900	D	\$ 46.44	1,065,768	D
Common Stock	04/24/2008	<u>S(1)</u>	2,300	D	\$ 46.46	1,063,469	D
Common Stock	04/24/2008	<u>S(1)</u>	800	D	\$ 46.51	1,062,669	D
Common Stock	04/24/2008	<u>S(1)</u>	6,900	D	\$ 46.52	1,055,769	D
Common Stock	04/24/2008	<u>S(1)</u>	100	D	\$ 46.54	1,055,669	D
Common Stock	04/24/2008	<u>S(1)</u>	1,200	D	\$ 46.55	1,054,469	D
Common Stock	04/24/2008	<u>S(1)</u>	1,000	D	\$ 46.56	1,053,469	D
Common Stock	04/24/2008	<u>S(1)</u>	9,100	D	\$ 46.57	1,044,369	D
Common Stock	04/24/2008	<u>S(1)</u>	1,700	D	\$ 46.58	1,042,669	D
Common Stock	04/24/2008	<u>S(1)</u>	1,770	D	\$ 46.59	1,040,899	D
	04/24/2008	<u>S(1)</u>	500	D	\$ 46.6	1,040,399	D

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Common Stock							
Common Stock	04/24/2008	S <sup>(1)</sup>	4,700	D	\$ 46.61	1,035,699	D
Common Stock	04/24/2008	S <sup>(1)</sup>	3,600	D	\$ 46.63	1,032,099	D
Common Stock	04/24/2008	S <sup>(1)</sup>	1,900	D	\$ 46.64	1,030,199	D
Common Stock	04/24/2008	S <sup>(1)</sup>	1,200	D	\$ 46.65	1,028,999	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Option to Buy Common Stock	\$ 19.31	04/24/2008		M	42,000	12/02/2004 12/02/2014	Common Stock 42,000
Option to Buy Common Stock	\$ 22.04	04/24/2008		M	66,666	03/03/2005 03/03/2015	Common Stock 66,666
Option to Buy Common Stock	\$ 36.9					12/05/2007 12/05/2017	Common Stock 110,700
Option to Buy Common Stock	\$ 33.17					12/06/2006 12/06/2016	Common Stock 348,699

Option to  
Buy  
Common  
Stock

\$ 32.39

12/07/2005 12/07/2015

Common  
Stock 180,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LESAR DAVID J 1401 MCKINNEY SUITE 2400 HOUSTON, TX 77010	X		Chairman, Pres. and CEO	

## 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 February 29, 2008.
- (2) Options disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 29, 2008.

### Remarks:

THIS FORM 4 IS THE 2ND OF 4 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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