

LESAR DAVID J  
Form 4  
December 08, 2005

**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 \*  
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)  
12/07/2005

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/07/2005		A		80,000 (1)	A	\$ 64.78 (2)
Common Stock	12/08/2005		S(3)		3,000	D	\$ 64.72
Common Stock	12/08/2005		M		5,000	A	\$ 39.5
Common Stock	12/08/2005		S(3)		5,000	D	\$ 64.72
Common Stock	12/08/2005		M		5,000	A	\$ 51.5

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Common Stock	12/08/2005	S <sup>(3)</sup>	2,000	D	\$ 64.77	704,809.98	D	
Common Stock	12/08/2005	S <sup>(3)</sup>	3,000	D	\$ 64.72	701,809.98	D	
Common Stock	12/08/2005	M	5,000	A	\$ 31.55	706,809.98	D	
Common Stock	12/08/2005	S <sup>(3)</sup>	5,000	D	\$ 64.72	701,809.98	D	
Common Stock						20,000	I	Partnership

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 Security (Instr. 3 and 4)	8. An
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option to Buy Common Stock	\$ 64.78	12/07/2005		A	90,000 <sup>(4)</sup>	12/07/2005 <sup>(5)</sup>	12/07/2015	Common Stock
Option to Buy Common Stock	\$ 26.03					01/02/2004	01/02/2014	Common Stock
Option to Buy Common Stock	\$ 39.5	12/08/2005		M	5,000	12/02/2000	12/02/2009	Common Stock
Option to Buy Common Stock	\$ 51.5	12/08/2005		M	5,000	09/14/2001	09/14/2010	Common Stock
Option to Buy	\$ 31.55	12/08/2005		M	5,000	04/01/2003	07/19/2011	Common Stock

Common  
Stock

Option to  
Buy  
Common  
Stock

\$ 44.08

03/03/2005

03/03/2015

Common  
Stock 10

Option to  
Buy  
Common  
Stock

\$ 38.61

12/02/2004

12/02/2014

Common  
Stock 6

## 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

12/08/2005

\*\*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) Shares awarded pursuant to the Halliburton Company 1993 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- (2) On December 7, 2005 the closing price of Halliburton Company Common Stock on the New York Stock Exchange was \$64.78.
- (3) The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 2, 2005.
- (4) Stock options awarded pursuant to the Halliburton Company 1993 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- (5) The options granted become exercisable on each of the first, second and third anniversaries of the grant in cumulative increments of one-third each of the number of shares subject to the option.
- (6) Options disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 2, 2005.

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.