

HALLIBURTON CO
Form 4
April 28, 2008

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 *
CORNELISON ALBERT O JR

(Last) (First) (Middle)

HALLIBURTON COMPANY, 1401
MCKINNEY STREET

(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)

EVP and General Counsel

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | 300 D | \$ 46.88 | 173,630 | D |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | 1,000 D | \$ 46.9 | 172,630 | D |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | 600 D | \$ 46.57 | 172,030 | D |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | 100 D | \$ 46.59 | 171,930 | D |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | 300 D | \$ 46.44 | 171,630 | D |

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| | | | | | | | |
|--------------|------------|------------------------|-------|---|----------|---------|---|
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 1,000 | D | \$ 46.46 | 170,630 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 46.47 | 170,330 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 1,000 | D | \$ 46.52 | 169,330 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 700 | D | \$ 46.56 | 168,630 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 9,600 | D | \$ 46.57 | 159,030 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 2,800 | D | \$ 46.58 | 156,230 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 1,600 | D | \$ 46.59 | 154,630 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 884 | D | \$ 46.6 | 153,746 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 1,002 | D | \$ 46.61 | 152,744 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 400 | D | \$ 46.62 | 152,344 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 1,325 | D | \$ 46.63 | 151,019 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 2,238 | D | \$ 46.64 | 148,781 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 500 | D | \$ 46.65 | 148,281 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 653 | D | \$ 46.66 | 147,628 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 46.68 | 147,328 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 700 | D | \$ 46.7 | 146,628 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 1,222 | D | \$ 46.71 | 145,406 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 500 | D | \$ 46.72 | 144,906 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 939 | D | \$ 46.73 | 143,967 | D |
| Common Stock | 04/24/2008 | <u>S⁽¹⁾</u> | 1,200 | D | \$ 46.74 | 142,767 | D |
| | 04/24/2008 | <u>S⁽¹⁾</u> | 700 | D | | 142,067 | D |

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| | | | | | | | |
|--------------|------------|--|------------------|-------|---|----------|-----------|
| Common Stock | | | | | | \$ 46.75 | |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | 1,080 | D | \$ 46.76 | 140,987 D |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | 1,724 | D | \$ 46.77 | 139,263 D |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | 400 | D | \$ 46.78 | 138,863 D |
| Common Stock | 04/24/2008 | | S ⁽¹⁾ | 200 | D | \$ 46.79 | 138,663 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 or Number of Shares |
| Option to Buy Common Stock | \$ 19.31 | 04/24/2008 | | M | 16,000 | 12/02/2004 12/02/2014 | Common Stock | 16,000 | |
| Option to Buy Common Stock | \$ 36.9 | | | | | 12/05/2007 12/05/2017 | Common Stock | 18,600 | |
| Option to Buy Common Stock | \$ 33.17 | | | | | 12/06/2006 12/06/2016 | Common Stock | 31,200 | |
| Option to Buy Common Stock | \$ 32.39 | | | | | 12/07/2005 12/07/2015 | Common Stock | 30,800 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CORNELISON ALBERT O JR HALLIBURTON COMPANY 1401 MCKINNEY STREET HOUSTON, TX 77010 | | | EVP and General Counsel | |

Signatures

Robert L. Hayter, by Power of Attorney
Date: 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 November 13, 2007.
- (2) Options were disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by Reporting Person on November 13, 2007.

Remarks:

THIS FORM 4 IS THE 2ND OF 3 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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