

HALLIBURTON CO  
Form 4  
February 01, 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 \*  
Lane Andrew R

(Last) (First) (Middle)  
1401 MCKINNEY STREET, 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)  
02/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  10% Owner  
\_\_\_\_ Other (specify below)  
Retired EVP and COO

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	02/01/2008		S		100	D	\$ 33.55 178,197
Common Stock	02/01/2008		S		200	D	\$ 33.545 177,997
Common Stock	02/01/2008		S		400	D	\$ 33.54 177,597
Common Stock	02/01/2008		S		100	D	\$ 33.539 177,497
Common Stock	02/01/2008		S		200	D	\$ 33.53 177,297

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Common Stock	02/01/2008	S	2,500	D	\$ 33.52	174,797	D
Common Stock	02/01/2008	S	100	D	\$ 33.515	174,697	D
Common Stock	02/01/2008	S	2,600	D	\$ 33.51	172,097	D
Common Stock	02/01/2008	S	200	D	\$ 33.505	171,897	D
Common Stock	02/01/2008	S	14,737	D	\$ 33.5	157,160	D
Common Stock	02/01/2008	S	1,200	D	\$ 33.495	155,960	D
Common Stock	02/01/2008	S	7,600	D	\$ 33.49	155,200	D
Common Stock	02/01/2008	S	2,800	D	\$ 33.485	152,400	D
Common Stock	02/01/2008	S	1,100	D	\$ 33.48	151,300	D
Common Stock	02/01/2008	S	2,800	D	\$ 33.47	148,500	D
Common Stock	02/01/2008	S	200	D	\$ 33.465	148,300	D
Common Stock	02/01/2008	S	800	D	\$ 33.46	147,500	D
Common Stock	02/01/2008	S	600	D	\$ 33.45	146,900	D
Common Stock	02/01/2008	S	800	D	\$ 33.44	146,100	D
Common Stock	02/01/2008	S	100	D	\$ 33.435	146,000	D
Common Stock	02/01/2008	S	4,100	D	\$ 33.43	141,800	D
Common Stock	02/01/2008	S	700	D	\$ 33.429	141,100	D
Common Stock	02/01/2008	S	200	D	\$ 33.425	140,900	D
Common Stock	02/01/2008	S	300	D	\$ 33.42	140,600	D
Common Stock	02/01/2008	S	300	D	\$ 33.41	140,300	D
	02/01/2008	S	100	D		140,200	D

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Common Stock						\$ 33.405		
Common Stock	02/01/2008		S	7,100	D	\$ 33.4	133,100	D
Common Stock	02/01/2008		S	400	D	\$ 33.395	132,700	D
Common Stock	02/01/2008		S	4,700	D	\$ 33.39	128,000	D
Common Stock	02/01/2008		S	1,300	D	\$ 33.385	126,700	D

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

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SEC 1474  
(9-02)

**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)	8. Price 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	\$ 33.17					12/06/2006	12/06/2016	Common Stock	55,000
Option to Buy Common Stock	\$ 14.43					03/16/2004	03/16/2014	Common Stock	5,346
Option to Buy Common Stock	\$ 19.31					12/02/2004	12/02/2014	Common Stock	25,200
	\$ 32.39					12/07/2005	12/07/2015		40,000

Option to  
Buy  
Common  
Stock

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lane Andrew R 1401 MCKINNEY STREET SUITE 2400 HOUSTON, TX 77010				Retired EVP and COO

## Signatures

Robert L. Hayter, by Power of  
Attorney

02/01/2008

--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).

### Remarks:

1st of 2 Forms 4 filed on February 1, 2008, on behalf of Andrew R. Lane for transactions occurring on February 1, 2008.

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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