

PROBERT TIMOTHY J
 Form 4
 February 15, 2011

FORM 4

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

OMB APPROVAL

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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 *
PROBERT TIMOTHY J

 (Last) (First) (Middle)
 3000 N. SAM HOUSTON PKWY E

 (Street)
 HOUSTON, TX 77032

 (City) (State) (Zip)

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

 3. Date of Earliest Transaction (Month/Day/Year)
 02/11/2011

 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)
 Pres- Strategy & Corp Develop

 6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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	02/11/2011		D	403 ⁽¹⁾	\$ 44.64	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)

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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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy Common Stock	\$ 39.19					12/01/2010	12/01/2020	Common Stock	26,100
Option to Buy Common Stock	\$ 29.35					12/01/2009	12/01/2019	Common Stock	45,600
Option to Buy Common Stock	\$ 15.42					12/02/2008	12/02/2018	Common Stock	26,400
Option to Buy Common Stock	\$ 9.3					01/29/2003	01/29/2013	Common Stock	20,000
Option to Buy Common Stock	\$ 35.67					02/13/2008	02/13/2018	Common Stock	8,400
Option to Buy Common Stock	\$ 11.82					06/09/2003	06/09/2013	Common Stock	35,200
Option to Buy Common Stock	\$ 14.43					03/16/2004	03/16/2014	Common Stock	14,000
Option to Buy Common Stock	\$ 22.55					04/07/2005	04/07/2015	Common Stock	10,920
	\$ 33.02					01/06/2006	01/06/2016		11,000

Option to Buy Common Stock					Common Stock	
Option to Buy Common Stock	\$ 29.87	01/03/2007	01/03/2017		Common Stock	13,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PROBERT TIMOTHY J 3000 N. SAM HOUSTON PKWY E HOUSTON, TX 77032			Pres- Strategy & Corp Develop	

Signatures

Robert L. Hayter, by Power of Attorney	02/15/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).
 Shares transferred to Halliburton Company for payment for Federal tax withholding obligations on lapse of restrictions on shares issued (1) under the Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.

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.