

LESAR DAVID J  
Form 4  
February 22, 2011

**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)  
3000 N. SAM HOUSTON PARKWAY 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)  
02/17/2011

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)  
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (D)                                                      | Price                                      |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 893,722.19<br>(1)                                                                             | D                                                        |                                            |
| Common Stock                    | 02/17/2011                           |                                                    | J(2)                           |                                                                   | 208,000                                                                                       | D                                                        | \$ 48.43                                   |
|                                 |                                      |                                                    |                                |                                                                   | 0                                                                                             | I                                                        | Limited Partnership                        |

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

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(9-02)

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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) | 8. De        |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | 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 | 108,000                    |
| Option to Buy Common Stock                 | \$ 15.42                                               |                                      |                                                    |                                |                                                                                         | 12/02/2008                                               | 12/02/2018                                                    | Common Stock | 174,716                    |
| Option to Buy Common Stock                 | \$ 29.35                                               |                                      |                                                    |                                |                                                                                         | 12/01/2009                                               | 12/01/2019                                                    | Common Stock | 128,400                    |
| Option to Buy Common Stock                 | \$ 19.31                                               |                                      |                                                    |                                |                                                                                         | 12/02/2004                                               | 12/02/2014                                                    | Common Stock | 46,000                     |
| Option to Buy Common Stock                 | \$ 22.04                                               |                                      |                                                    |                                |                                                                                         | 03/03/2005                                               | 03/03/2015                                                    | Common Stock | 133,334                    |
| 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<br>3000 N. SAM HOUSTON PARKWAY E.<br>HOUSTON, TX 77032 | X             |           | Chairman,<br>Pres. and<br>CEO |       |

## Signatures

Robert L. Hayter, by Power of Attorney

02/22/2011

\_\_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) Includes 229.27 shares of stock purchased through the Halliburton Company Employee Stock Purchase Plan for the period ended December 31, 2010.
- (2) Shares transferred from Spouse to a Limited Partnership. Spouse terminated her indirect beneficial ownership interest in the shares due to transfer of control and investment control of Limited Partnership. The Reporting Person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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.