

Brown James S
 Form 4
 February 15, 2013

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 *
 Brown James S

(Last) (First) (Middle)
 1125 17TH STREET, SUITE 1900
 (Street)

DENVER, CO 80202

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/13/2013

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)
 President - Western Hemisphere

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	02/13/2013		D	628 ⁽¹⁾	\$ 40.84	D	
Common Stock	02/14/2013		S	3,844 ⁽²⁾	\$ 42	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)

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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. Pr Deri Secu (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy Common Stock	\$ 33.5					12/05/2012	12/05/2022	Common Stock	56,900
Option to Buy Common Stock	\$ 35.57					12/06/2011	12/06/2021	Common Stock	43,700
Option to Buy Common Stock	\$ 15.42					12/02/2008	12/02/2018	Common Stock	16,566
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	\$ 35.67					02/13/2008	02/13/2018	Common Stock	10,000
Option to Buy Common Stock	\$ 33.02					01/06/2006	01/06/2016	Common Stock	6,000
Option to Buy Common	\$ 29.87					01/03/2007	01/03/2017	Common Stock	13,400

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown James S 1125 17TH STREET SUITE 1900 DENVER, CO 80202			President - Western Hemisphere	

Signatures

Robert L. Hayter, by Power of Attorney
02/15/2013

__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 transferred to Halliburton Company for payment for Federal tax withholding obligations on lapse of restrictions on shares issued under the Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.
 - (2) The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 30, 2012.
 - (3) Includes 247.71 shares of stock purchased through the Halliburton Company Employee Stock Purchase Plan for the period ended December 31, 2012.

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.