HALLIBURTON CO
Form 4
October 07, 2005

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LESAR DAVID J
(Last) (First) (Middle)
1401 MCKINNEY, 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)
10/06/2005

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, Pres. and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/06/2005		S [(1)]		3,000	D	$ 60	654,213.98	D	
Common Stock	10/06/2005		M		5,000	A	$ 54.5	659,213.98	D	
Common Stock	10/06/2005		S [(1)]		5,000	D	$ 60	654,213.98	D	
Common Stock	10/06/2005		M		5,000	A	$ 28.125	659,213.98	D	
Common Stock	10/06/2005		S [(1)]		5,000	D	$ 60	654,213.98	D	

Common Stock	10/06/2005		M		5,000	A	$ 39.5	659,213.98	D	
Common Stock	10/06/2005		S [(1)](#)		5,000	D	$ 60	654,213.98	D	
Common Stock	10/06/2005		M		5,000	A	$ 51.5	659,213.98	D	
Common Stock	10/06/2005		S [(1)](#)		5,000	D	$ 60	654,213.98	D	
Common Stock	10/06/2005		M		5,000	A	$ 31.55	659,213.98	D	
Common Stock	10/06/2005		S [(1)](#)		5,000	D	$ 60	654,213.98	D	
Common Stock								20,000	I	Partnership

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy Common Stock	$ 26.03							01/02/2004	01/02/2014	Common Stock	66,666
Option to Buy Common Stock	$ 54.5	10/06/2005		M			5,000	12/03/1998	12/03/2007	Common Stock	5,000
Option to Buy Common	$ 28.125	10/06/2005		M			5,000	12/02/1999	12/02/2008	Common Stock	5,000

Stock									
Option to Buy Common Stock	$ 39.5	10/06/2005	M	5,000	12/02/2000	12/02/2009	Common Stock	5,000
Option to Buy Common Stock	$ 51.5	10/06/2005	M	5,000	09/14/2001	09/14/2010	Common Stock	5,000
Option to Buy Common Stock	$ 31.55	10/06/2005	M	5,000	04/01/2003	07/19/2011	Common Stock	5,000
Option to Buy Common Stock	$ 44.08				03/03/2005	03/03/2015	Common Stock	100,000
Option to Buy Common Stock	$ 38.61				12/02/2004	12/02/2014	Common Stock	69,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LESAR DAVID J 1401 MCKINNEY SUITE 2400 HOUSTON, TX 77010	X		Chairman, Pres. and CEO	

Signatures

Robert L. Hayter, by Power of Attorney	10/07/2005
**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 August 2, 2005.

(2) Options disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 2, 2005.

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. ccounting for forfeitures as they occur. The effective date of SFAS No. 123(R) was originally to be the first reporting period beginning after June 15, 2005, however in April 2005, the Securities and Exchange Commission adopted a new rule amending the effective date to January 1, 2006. The Company expects to

adopt SFAS No. 123(R) effective January 1, 2006. SFAS No. 123(R) permits companies to adopt its requirements using either a "modified prospective" method, or a "modified retrospective" method. Under the "modified prospective" method, compensation cost is recognized in the financial statements beginning with the effective date, based on the requirements of SFAS No. 123(R) for all share-based payments granted after that date, and based on the requirements of SFAS No. 123 for all unvested awards granted prior to the effective date of SFAS No. 123(R). Under the "modified retrospective" method, the requirements are the same as under the "modified prospective" method, but also permits entities to restate financial statements of previous periods based on pro forma disclosures made in accordance with SFAS No. 10 123. The Company plans to adopt SFAS No. 123(R) under the modified prospective method on January 1, 2006 and currently estimates the adoption to have a similar effect on the consolidated financial statements of the Company as reflected in the above tabular information. NOTE 4. INCOME PER COMMON SHARE Basic earnings per common share for the periods presented are computed based upon the weighted average number of shares outstanding, adjusted for stock unit grants. Diluted earnings per common share for the periods presented are based on the weighted average shares outstanding, adjusted for stock unit grants and for the assumed exercise of stock options and warrants using the treasury stock method. Three Months Ended June 30 Number of Shares ------------------------- ---------------------------------- 2005 2004 ------------- ------------- Basic 6,840,888 6,786,341 Diluted 7,553,524 7,486,185 Six Months Ended June 30 Number of Shares ------------------------ ----------------------------------- 2005 2004 ------------- ------------- Basic 6,832,036 6,789,168 Diluted 7,559,903 7,485,893 The options excluded from the calculation of diluted earnings per share, due to the option price being higher than the share market value, are 124,600 and 311,500 at June 30, 2005 and 2004, respectively. NOTE 5. LONG-TERM OBLIGATIONS June 30 December 31 (Dollars in Thousands) 2005 2004 --------------------- ------------- ------------- Revolving line of credit $ 7,121 $ 4,919 Term loan 4,763 3,013 9.5% note due 2015 19 19 ------------- ------------- $ 11,903 $ 7,951 Less current portion (715) (604) ------------- ------------- $ 11,188 $ 7,347 ------------- ------------- In February 2005, the Company amended a three-year bank credit agreement that was scheduled to expire in December 2007 and extended its maturity to February 28, 2008. Subject to borrowing base limitations, the amended agreement provides (i) an $8,000,000 maximum revolving credit facility for working capital and general corporate purposes and (ii) a $5,001,000 term loan that combined the outstanding principal 11 balance of the existing term loan with additional financing for the purchase of assets of a galvanizing facility (Note 2). Term loan payments are based on a seven-year amortization schedule with equal monthly payments of principal and interest, and a final balloon payment in February 2008. The term loan may be prepaid without penalty. The revolving line of credit may be paid down without penalty, or additional funds may be borrowed up to the maximum line of credit. At June 30, 2005, the Company had unused borrowing capacity of $479,000 under the line of credit, based on the underlying borrowing base of accounts receivable and inventory. At June 30, 2005, $11,884,000 was outstanding under the bank credit agreement, and $400,000 was reserved for outstanding irrevocable letters of credit to secure payment of current and future workers' compensation claims. Substantially all of the Company's accounts receivable, inventories, fixed assets and the common stock of its subsidiary are pledged as collateral under the agreement, and the credit agreement is secured by a full and unconditional guaranty from NAG. Amounts borrowed under the agreement bear interest at the prime rate of JPMorgan Chase Bank or the LIBOR rate, at the option of the Company, subject to a rate margin adjustment determined by the Company's consolidated debt service coverage ratio. The interest rate on these borrowings was 6.25% at June 30, 2005. In the event the Company fails to maintain a consolidated debt service coverage ratio for any fiscal quarter of at least 1.25 to 1.00, the Applicable LIBOR Rate Margin will be increased from 3.0% to 5.75% and the Applicable Prime Rate Margin will be increased from .25% to 3.00%. Thereafter, the increased rate margin will remain in effect until such time as the Company has maintained a consolidated debt service coverage ratio greater than or equal to 1.25 to 1.00 for a subsequent fiscal quarter. In the event the Company fails to maintain a consolidated EBITDA to capital expenditures plus current maturity of long-term debt ratio for any fiscal quarter of not less than 1.00 to 1.00, the increase in the Applicable LIBOR Rate Margin ranges from 3.75% to 5.75%, and the increase in the Applicable Prime Rate Margin ranges from 1.00% to 3.00%. The credit agreement requires the Company to maintain compliance with covenant limits for current ratio, debt to tangible net worth ratio, debt service coverage ratio and a capital expenditures ratio. At June 30, 2005, the Company was in compliance with the covenants. The actual financial ratios compared to the required ratios, were as follows: Current Ratio - actual 1.23 vs minimum required of 1.10; Debt to Tangible Net Worth - actual 1.52 vs maximum permitted of 2.5; Debt Service Coverage - actual 1.64 vs minimum permitted of 1.25; Capital Expenditures Ratio - actual 1.29 vs minimum required of 1.0.

NOTE 6. COMMITMENTS AND CONTINGENCIES The Company has commitments with domestic and foreign zinc producers and brokers to purchase zinc used in its hot dip galvanizing operations. Commitments for the future delivery of zinc reflect rates then quoted on the London Metals Exchange and are not subject to price adjustment or are based on such quoted prices at the time of delivery. At June 30, 2005 the aggregate commitments for the procurement of zinc at fixed prices were approximately $7.0 million. The Company reviews these fixed price contracts for losses using the same methodology employed to estimate the market 12 value of its zinc inventory. The Company had unpriced commitments for the purchase of approximately 1.3 million pounds of zinc at June 30, 2005. The Company's financial strategy includes evaluating the selective use of derivative financial instruments to manage zinc and interest costs. As part of its inventory management strategy, the Company expects to continue evaluating hedging instruments to minimize the impact of zinc price fluctuations. The Company had no derivative instruments required to be reported at fair value at June 30, 2005 or December 31, 2004, and did not utilize derivatives in the six-month period ended June 30, 2005 or the year ended December 31, 2004, except for the forward purchase agreements described above, which are accounted for as normal purchases. The Company's total off-balance sheet contractual obligations at June 30, 2005, consist of $2,436,000 for long-term operating leases for vehicles, office space, office equipment, galvanizing facilities and galvanizing equipment and approximately $7,000,000 for zinc purchase commitments. The various leases for galvanizing facilities, including option renewals, expire from 2005 to 2017. A lease for galvanizing equipment expires in 2007. NAG was notified in 1997 by the Illinois Environmental Protection Agency ("IEPA") that it was a potentially responsible party ("PRP") under the Comprehensive Environmental Response, Compensation, and Liability Information System ("CERCLIS") in connection with cleanup of an abandoned site formerly owned by Sandoval Zinc Co. Since then approximately 30 additional PRPs have been identified by the IEPA. A number of the PRPs (approximately 12 to 15) have agreed to work together and with IEPA on a voluntary basis. The Company has been and continues to participate in this volunteer group. The group has retained consultants and legal representatives familiar with IEPA regulations. This volunteer group, with its consultants, has cooperated with IEPA in attempting to better define the environmental issues associated with the Sandoval Zinc site. To that extent, this voluntary group prepared and submitted to IEPA in August 2000 a work plan. The purpose of this work plan is to attempt to define the extent of environmental remediation that might be required, assess risks, and review alternatives to addressing potential remediation. The IEPA has yet to respond to this proposed work plan or suggest any other course of action, and there has been no activity in regards to this issue during 2005. Therefore, the Company has no basis for determining potential exposure and estimated remediation costs at this time. On August 30, 2004, the Company was informed by counsel for the Metropolitan Water Reclamation District of Greater Chicago (the "Water District") that the Water District had, on August 25, 2004 filed a Second Amended Complaint in the United States District Court, Northern District of Illinois, Eastern Division, naming North American Galvanizing & Coatings, Inc. (formerly known as Kinark Corporation) as an added defendant. Counsel for the Water District also gave the Company notice of the Water District's intent to file (or amend the Complaint to include) a Citizens Suit under the Resource Compensation and Recovery Act ("RCRA") against North American Galvanizing & Coatings, Inc., pursuant to Section 7002 of RCRA, 42 U.S.C. Section 6972. This Second Amended Complaint seeks enforcement of an August 12, 2004 default judgment in the amount of $1,810,463 and other undetermined amounts against Lake River Corporation and Lake River Holding Company, Inc. in connection with the operation of a storage terminal by Lake River Corporation in violation of environmental laws. Lake River Corporation conducted business as a subsidiary of the Company until 13 June 30, 2000, at which time Lake River Corporation was sold to Lake River Holding Company, Inc. and ceased to be a subsidiary of the Company. The Second Amended Complaint asserts that prior to the sale of Lake River Corporation, the Company directly operated the Lake River facility and, accordingly, seeks to have the Court pierce the corporate veil of Lake River Corporation and enforce the default judgment order of August 12, 2004 against the Company. The Company denies the assertions set forth in the Water District's Complaint and on November 13, 2004 filed a partial motion for dismissal of the Second Amended Complaint. In December 2004, the Water District filed a Third Amended complaint in the litigation, adding two claims: (1) a common law claim for nuisance; and (2) a claim under the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), in which the Water District argues that the Company is responsible for conditions on the plaintiff's property that present an "imminent and substantial endangerment to human health and the environment." In January 2005 and March 2005, the Company filed partial motions to dismiss plaintiff's third amended complaint, in the United States District Court, Northern District of Illinois, Eastern Division. On April 12, 2005, the Court issued an order

denying in part and granting in part the Company's partial motion to dismiss plaintiff's third amended complaint. The Company has filed an appeal with the Seventh Circuit Court of Appeals requesting dismissal of the Third Amended complaint. The Company has denied any liability with respect to this claim and intends to vigorously defend this case. At this time, the Company has not determined the amount of any liability that may result from this matter or whether such liability, if any, would have a material adverse effect on the Company's financial condition, results of operations, or liquidity. The lease term of a galvanizing facility occupied by Reinforcing Services, Inc. ("RSI"), a subsidiary of North American Galvanizing Company, expired July 31, 2003 and has not been renewed. RSI has exercised an option to purchase the facility, and the landlord is contesting the Company's right to exercise this option. RSI has filed a lawsuit against the landlord seeking enforcement of the right to exercise the option. This litigation is in the discovery stage and management expects there will be no disruption to its galvanizing business being conducted at the facility. The Company will continue to have additional environmental compliance costs associated with operations in the galvanizing business. The Company is committed to complying with the environmental legislation and regulations affecting its operations. Due to the uncertainties associated with future environmental technologies, regulatory interpretations, and prospective legislative activity, management cannot reasonably quantify the Company's potential future costs in this area. The Company expenses or capitalizes, where appropriate, environmental expenditures that relate to current operations as they are incurred. Such expenditures are expensed when they are attributable to past operations and are not expected to contribute to current or future revenue generation. The Company records liabilities when remediation or other environmental assessment or clean-up efforts are probable and the cost can be reasonably estimated. Various litigation arising in the ordinary course of business is pending against the Company. Management believes that resolution of the Company's other litigation and environmental matters should not materially affect the Company's consolidated financial position or liquidity. Should future developments cause the Company to 14 record an additional liability for environmental matters, litigation or customer claims, the recording of such a liability could have a material impact on the results of operations for the period involved. NOTE 7. TREASURY STOCK The Company did not issue any shares from Treasury in the first six months of 2005. In the first quarter of 2005, a program whereby Outside Directors received shares of Company stock issued from Treasury as payment for their quarterly board fee was replaced with a Director Stock Unit Program (Note 8). In the first quarter of 2004, the Company issued 11,206 shares of its common stock from Treasury to outside Directors of the Company as payment for their quarterly board fee in lieu of cash payments. Those shares were valued at the average closing price of North American Galvanizing & Coatings, Inc. common stock for a prior 30-day period, as reported by the American Stock Exchange. Such shares were issued pursuant to the Directors' prior election and notice to the Company to receive up to all of their 2004 quarterly board fees in the Company's stock in lieu of cash. NOTE 8. DIRECTOR STOCK UNIT PROGRAM On January 1, 2005, the Company implemented the Director Stock Unit Program (approved by the stockholders at the Annual Meeting held July 21, 2004) under which a Director is required to defer 50% of his or her board fee and may elect to defer up to 100% of his or her board fee, plus a matching contribution by the Company that varies from 25% to 75% depending on the level of deferral. Such deferrals are converted into a stock unit grant, payable to the Director five years following the year of deferral. All of the Company's Outside Directors have elected to defer 100% of the annual board fee for 2005, and the Company's chief executive officer and Inside Director has elected to defer a corresponding amount of his salary in 2005. Outside Directors currently receive an annual fee of $20,000, which includes attendance at board meetings and service on committees of the board. In the first half of 2005, fees and salary deferred by the Directors represented a total of 43,926 stock unit grants valued at $2.20 per stock unit. The value of a stock unit grant is the average of the closing prices for a share of the Company's stock for the 10 trading days before the date the director fees otherwise would have been payable in cash. NOTE 9. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS A subsidiary of North American Galvanizing Company (NAGalv-Ohio, Inc.) purchased the after-fabrication hot dip galvanizing assets of Gregory Industries, Inc. located in Canton, Ohio on February 28, 2005. Gregory Industries, Inc. is a manufacturer of products for the highway industry. T. Stephen Gregory, appointed a director of North American Galvanizing & Coatings, Inc. on June 22, 2005 is the chief executive officer, and a shareholder of Gregory Industries, Inc. Total sales to Gregory Industries, Inc. for the six-month period ended June 30, 2005 were $553,000. 15 NORTH AMERICAN GALVANIZING & COATINGS, INC. AND SUBSIDIARY ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS GENERAL North American Galvanizing is a leading provider of corrosion protection for iron and steel components fabricated by its customers. Hot dip galvanizing is the process of

applying a zinc coating to fabricated iron or steel material by immersing the material in a bath consisting primarily of molten zinc. Based on the number of its operating plants, the Company is one of the largest merchant market hot dip galvanizing companies in the United States. During the six-month period ended June 30, 2005, there were no significant changes to the Company's critical accounting policies previously disclosed in Form 10-K for the year ended December 31, 2004. On February 28, 2005, NAGalv-Ohio, Inc., a subsidiary North American Galvanizing Company, purchased the hot-dip galvanizing assets of a galvanizing facility located in Canton, Ohio. The transaction was structured as an asset purchase, pursuant to an Asset Purchase Agreement dated February 28, 2005 by and between NAGalv-Ohio, Inc., and the privately owned Gregory Industries, Inc. for all of the plant, property and equipment of Gregory Industries' after-fabrication hot dip galvanizing operation. Sales for the Canton galvanizing operation for its most recent fiscal year ended May 28, 2004 were approximately $7.0 million. Operating results of the purchased galvanizing business are included in the Company's financial statements commencing from the date of the purchase on February 28, 2005. The Company's galvanizing plants offer a broad line of services including centrifuge galvanizing for small threaded products, sandblasting, chromate quenching, polymeric coatings, and proprietary INFRASHIELDSM Coating Application Systems for polyurethane protective linings and coatings over galvanized surfaces. The Company's engineers and plant managers collaborate with steel fabricators and design and engineering firms to provide customized assistance with initial fabrication design, project estimates and steel chemistry selection. The Company's galvanizing and coating operations are composed of eleven facilities located in Colorado, Kentucky, Missouri, Ohio, Oklahoma, Tennessee and Texas. These facilities operate galvanizing kettles ranging in length from 16 feet to 62 feet, and have lifting capacities ranging from 12,000 pounds to 40,000 pounds. The Company maintains a sales and service network coupled with its galvanizing plants, supplemented by national account business development at the corporate level. In a typical year, the Company will galvanize in excess of 300,000,000 pounds of steel products for approximately 1,800 customers nationwide. All of the Company's sales are generated for domestic customers whose end markets are principally in the United States. The Company markets its galvanizing and coating services directly to its customers and does not utilize agents or distributors. Although 16 hot dip galvanizing is considered a mature service industry, the Company is actively engaged in developing new markets through participation in industry trade shows, metals trade associations and presentation of technical seminars by its national marketing service team. Hot dip galvanizing provides metals corrosion protection for many product applications used in commercial, construction and industrial markets. The Company's galvanizing can be found in almost every major application and industry that requires corrosion protection where iron or steel is used, including the following end user markets: o highway and transportation, o power transmission and distribution, o wireless and telecommunications, o utilities, o petrochemical processing, o infrastructure including buildings, airports, bridges and power generation o industrial grating, o wastewater treatment; fresh water storage and transportation o pulp and paper, o pipe and tube, o food processing, o agricultural (irrigation systems) o recreation (boat trailers, marine docks, stadium scaffolds) o bridge and pedestrian handrail o commercial and residential lighting poles o original equipment manufactured products, including general fabrication As a value-added service provider, the Company's revenues are directly influenced by the level of economic activity in the various end markets that it serves. Economic activity in those markets that results in the expansion and/or upgrading of physical facilities (i.e., construction) may involve a time-lag factor of several months before translating into a demand for galvanizing fabricated components. Despite the inherent seasonality associated with large project construction work, the Company maintains a relatively stable revenue stream throughout the year by offering fabricators, large and small, reliable and rapid turn-around service. The Company records revenues when the galvanizing process is complete. The Company generates all of its operating cash from such revenues, and utilizes a line of credit secured by the underlying accounts receivable and zinc inventory to facilitate working capital needs. Each of the Company's galvanizing plants operate in a highly competitive environment underscored by pricing pressures, primarily from other public and privately-owned galvanizers and alternative forms of corrosion protection, such as paint. The Company's long-term response to these challenges has been a sustained strategy focusing on providing a reliable quality of galvanizing to industry ASTM specifications and rapid turn-around time on every project, large and small. Key to the success of this strategy is the Company's continuing commitment and long-term record of reinvesting earnings to upgrade its galvanizing facilities and provide technical innovations to 17 improve production efficiencies; and to construct new facilities when market conditions present opportunities for growth. The Company is addressing long-term opportunities to expand its galvanizing and coatings business through programs to increase industry awareness of the proven, unique benefits of galvanizing for

metals corrosion protection. Each of the Company's galvanizing plants is linked to a centralized control system involving sales order entry, facility maintenance and operating procedures, quality assurance, purchasing and credit and accounting that enable the plant to focus on providing galvanizing and coating services in the most cost-effective manner. The principal raw materials essential to the Company's galvanizing and coating operations are zinc and various chemicals which are normally available for purchase in the open market. KEY INDICATORS Key industries which historically have provided the Company some indication of the potential demand for galvanizing in the near-term, (i.e., primarily within a year) include highway and transportation, power transmission and distribution, telecommunications and the level of quoting activity for regional metal fabricators. In general, growth in the commercial/industrial sectors of the economy generates new construction and capital spending which ultimately impacts the demand for galvanizing. Key operating measures utilized by the Company include new orders, zinc inventory, tons of steel galvanized, revenue, pounds and labor costs per hour, zinc usage related to tonnage galvanized, and lost-time safety performance. These measures are reported and analyzed on various cycles, including daily, weekly and monthly. The Company utilizes a number of key financial measures to evaluate the operations at each of its galvanizing plants, to identify trends and variables impacting operating productivity and current and future business results, which include: sales, gross profit, fixed and variable costs, selling and general administrative expenses, operating cash flows, capital expenditures, interest expense, and a number of ratios such as profit from operations and accounts receivable turnover. These measures are reviewed by the Company's operating and executive management monthly, or more frequently, and compared to prior periods, the current business plan and to standard performance criteria, as applicable. KEY DEVELOPMENTS In the last three years, the Company reported a number of developments supporting its strategic program to reposition its galvanizing business in the national market. In February 2005, the Company expanded galvanizing operations into the northeast region of the United States with the purchase of the assets of a galvanizing facility located in Canton, Ohio. This strategic expansion provides NAG an important, established customer base of major fabricators serving industrial, OEM, and highway markets as well as residential and commercial markets for lighting poles. Canton's 52 foot long dipping kettle is designed to handle large steel structures, such as bridge beams, utility poles and other steel structural components that require galvanizing for extended-life corrosion protection. The Canton plant also processes small parts used in construction, such as 18 nuts and anchor rods, in a dedicated facility with a smaller 16 foot dipping kettle and a spinner operation. In January 2003, the Company opened its St. Louis galvanizing plant, replacing a small plant at the same location. This large facility is providing NAG a strategic basic for extending its geographic area of service. A 51-foot kettle at this facility provides the largest galvanizing capacity in the St. Louis region. In 2004, production tonnage at St. Louis more than doubled compared to production at the plant it replace. In January 2003, the Company expanded services at its Nashville galvanizing plant with the installation of a state-of-the-art Spinner line to galvanize small products, including bolts and threaded material. In the third quarter of 2002, the Company announced the introduction of INFRASHIELDSM Coating, a specialty polymer coating system that is designed to be applied over hot dip galvanized material slated for harsh operating conditions. The INFRASHIELDSM coating technology results in superior corrosion protection by combining cathodic protection with a non-conductive coating. RESULTS OF OPERATIONS The following table shows the Company's results of operations for the three and six months ended June 30, 2005 and 2004: THREE MONTHS ENDED JUNE 30 -- 2005 2004 ------------------- ------------------- (DOLLARS IN THOUSANDS) AMOUNT % OF SALES AMOUNT % OF SALES ------------------- -------- ---------- -------- ---------- Sales $ 12,801 100.0% $ 9,333 100.0% Cost of sales 9,691 75.7% 6,635 71.1% -------- -------- -------- -------- Gross profit 3,110 24.3% 2,698 28.9% Selling, general & administrative expenses 1,983 15.5% 1,622 17.4% Depreciation and amortization 646 5.0% 698 7.5% -------- -------- -------- -------- Operating income 481 3.8% 378 4.0% Interest expense, net 278 2.2% 206 2.2% Other -- -- -- -- -------- -------- -------- -------- Income before income taxes 203 1.6% 172 1.8% Income tax expense 89 0.7% 66 0.7% -------- -------- -------- -------- Net Income $ 114 0.9% $ 106 1.1% ======== ======== ======== ======== SIX MONTHS ENDED JUNE 30 -- 2005 2004 ------------------- ------------------- (DOLLARS IN THOUSANDS) AMOUNT % OF SALES AMOUNT % OF SALES ------------------- -------- ---------- -------- ---------- Sales $ 22,081 100.0% $ 17,891 100.0% Cost of sales 16,533 74.9% 12,640 70.7% -------- -------- -------- -------- Gross profit 5,548 25.1% 5,251 29.3% Selling, general & administrative expenses 3,431 15.5% 3,017 16.8% Depreciation and amortization 1,265 5.7% 1,382 7.7% -------- -------- -------- -------- Operating income 852 3.9% 852 4.8% Interest expense, net 503 2.3% 367 2.0% Other -- -- (25) (0.1)% -------- -------- -------- -------- Income before income taxes 349

1.6% 510 2.9% Income tax expense 138 0.6% 194 1.1% -------- -------- -------- -------- Net Income $ 211 1.0% $ 316 1.8% ======== ======== ======== ======== 19 2005 COMPARED TO 2004 SALES. Sales for the three-months and six-months ended June 30, 2005 increased 37% and 23%, respectively, due primarily to contribution from the Canton, Ohio galvanizing facility that was purchased February 28, 2005. Same plant revenues for the second quarter improved 13% over the second quarter last year, based on an increase in demand from fabricators. Same plant revenues for the first half of 2005 increased 7% over the same period in 2004. North American Galvanizing's existing plants experienced slow demand in the first two months of this year. The positive trend in existing plant revenues, starting in March, continued into the second quarter. In the second quarter and first half of 2005, average selling prices for galvanizing and related coating services remained relatively even with the average selling prices in the second quarter and first half of 2004 GROSS PROFIT. From the second quarter of 2004 to the second quarter of 2005, the gross profit percentage decreased 4.6%. The gross profit percentage decreased 4.2% from the first half of 2004 to the first half of 2005. Higher zinc costs in 2005 decreased the gross profit percentage by 3% compared to 2004, both for the second quarter and first half. Raw material costs are closely monitored for the impact on margins, including the need to raise product prices as raw material costs increase and as appropriate with market demand. The remaining decrease in gross profit as a percent of sales was due to increased costs and inefficiencies in the Canton, Ohio galvanizing facility compared to existing plants. Management continues to work on integrating the Ohio facility into North American Galvanizing, reducing costs and increasing efficiencies. Positive operating trends were noted during the quarter, with results in June more in line with results experienced at the existing plants. DEPRECIATION EXPENSE. Depreciation expense for the second quarter of 2005 decreased $52,000, or 7.4%, to $646,000 compared to $698,000 for the second quarter of 2004. Depreciation expense for the first half of 2005 decreased $117,000, or 8.5% to $1,265,000. The decrease for 2005 relates primarily to assets becoming fully depreciated, partially offset by increased depreciation expense for the Canton, Ohio galvanizing plant and equipment. SELLING, GENERAL AND ADMINISTRATIVE (SG&A) EXPENSES. SG&A increased $361,000, or 22.2%, in the second quarter of 2005 to $1,983,000 compared to $1,622,000 in the second quarter of 2004. For the first half, SG&A increased $414,000, or 13.7%, to $3,431,000 compared to $3,017,000 in the first half of 2004. 20 The increase for 2005, both for the second quarter and year-to-date, relates to costs incurred for higher legal fees related to the Lake River lawsuit, audit and director fees as well as increased costs related to the Ohio galvanizing facility purchased on February 28, 2005. INTEREST EXPENSE. Interest expense increased to $278,000 and $503,000 in the second quarter and first half of 2005, respectively, from $206,000 and $367,000 in 2004, primarily due to higher interest rates on variable-rate debt and higher debt related to the purchase of a galvanizing facility in the first quarter of 2005. INCOME TAXES. The Company's effective income tax rates for the second quarter of 2005 and 2004 were 43.8% and 38.4%, respectively. For the six months ended June 30, 2005 and 2004, the effective tax rates were 39.5% and 38.0%, respectively. The effective tax rates differ from the federal statutory rate primarily due to state income taxes and minor adjustments to previous tax estimates based on actual tax returns filed. NET INCOME. For the second quarter of 2005, the Company reported net income of $114,000 compared to net income of $106,000 for the second quarter of 2004. For the six months ended June 30, 2005, the net income was $211,000, compared to $316,000 for the six months ended June 30, 2004. The decrease in net income is primarily a result of the increase in raw material costs from the first half of 2004 to the first half of 2005. LIQUIDITY AND CAPITAL RESOURCES The Company's cash flow from operations and borrowings under credit facilities have consistently been adequate to fund its current facilities working capital and capital spending requirements. During the six-month periods ended June 30, 2005 and 2004, operating cash flow and borrowings under credit facilities have been the primary source of liquidity. The Company monitors working capital and planned capital spending to assess liquidity and minimize cyclical cash flow. Cash flow from operating activities for the first six months of 2005 and 2004 was $1,088,000 and $516,000 respectively. The increase of $572,000 in 2005 cash flow from operations was due primarily to changes in working capital and cash refunds from utilization of tax net operating loss carrybacks. Cash of $4,703,000 used in 2005 investing activities through June 30 consisted of $4,166,000 to acquire certain assets of Gregory Industries' Inc. and capital expenditures of $537,000 for equipment to maintain galvanizing facilities. Capital expenditures of $1,029,000 for the comparable six-month period of 2004 were for equipment to maintain galvanizing facilities, offset by proceeds of $92,000 from the sale of investment securities. For the remainder of 2005, expected capital expenditures of approximately $1,100,000 are budgeted for the Company's existing galvanizing facilities. Total debt (current and long-term obligations) increased $3,623,000 to $19,176,000 in the six months ended June 30, 2005. Financing activities for this period of 2005 included payments of

$340,000 to a bond sinking fund, proceeds of $14,599,000 from a bank line of credit and term loan, and payments of $10,636,000 on the bank line of credit and term loans. 21 In February 2005, the Company amended a three-year bank credit agreement that was scheduled to expire in December 2007 and extended its maturity to February 28, 2008. Subject to borrowing base limitations, the amended agreement provides (i) an $8,000,000 maximum revolving credit facility for working capital and general corporate purposes, and (ii) a $5,001,000 term loan. At June 30, 2005, $11,884,000 was outstanding under the bank credit agreement, and $400,000 was reserved for outstanding irrevocable letters of credit for workers' compensation insurance coverage. The Company's commitment to repay the remaining balance of $6,287,000 of tax-exempt adjustable rate industrial revenue bonds issued in 2000 is fully secured by an irrevocable letter of credit issued by Bank One Oklahoma, N.A., in favor of Bank One Trust Company. At June 30, 2005, the Company had $479,000 available borrowing capacity, net of outstanding letters of credit, under its revolving line of credit based on the borrowing base calculated under the agreement. The Company believes that its ability to continue to generate cash from operations and its bank credit facilities will provide adequate capital resources and liquidity to support operations and capital expenditures plans for 2005. The Company has various commitments primarily related to long-term debt, industrial revenue bonds, operating lease commitments and zinc purchase commitments. The Company's off-balance sheet contractual obligations at June 30, 2005, consist of $1,874,000 for long-term operating leases for office space, galvanizing facilities and galvanizing equipment, $562,000 for vehicle and office equipment operating leases and $7,000,000 for zinc purchase commitments. The various leases for galvanizing facilities, including option renewals, expire from 2005 to 2017. A lease for galvanizing equipment expires in 2007. The vehicle and office equipment leases expire on various dates through 2010. NAG periodically enters into fixed price purchase commitments with domestic and foreign zinc producers to purchase a portion of its requirements for its hot dip galvanizing operations; commitments for the future delivery of zinc are typically up to one year. ENVIRONMENTAL MATTERS The Company's facilities are subject to extensive environmental legislation and regulations affecting their operations and the discharge of wastes. The cost of compliance with such regulations in the first half of 2005 and 2004 was approximately $617,000 and $543,000, respectively, for the disposal and recycling of wastes generated by the galvanizing operations. NAG was notified in 1997 by the Illinois Environmental Protection Agency ("IEPA") that it was a potentially responsible party ("PRP") under the Comprehensive Environmental Response, Compensation, and Liability Information System ("CERCLIS") in connection with cleanup of an abandoned site formerly owned by Sandoval Zinc Co. Since then approximately 30 additional PRPs have been identified by the IEPA. A number of the PRPs (approximately 12 to 15) have agreed to work together and with IEPA on a voluntary basis. The Company has been and continues to participate in this volunteer group. The group has retained consultants and legal representatives familiar with IEPA regulations. This volunteer group, with its consultants, has cooperated with IEPA in attempting to better define the environmental issues associated with the 22 Sandoval Zinc site. To that extent, this voluntary group prepared and submitted to IEPA in August 2000 a work plan. The purpose of this work plan is to attempt to define the extent of environmental remediation that might be required, assess risks, and review alternatives to addressing potential remediation. The IEPA has yet to respond to this proposed work plan or suggest any other course of action, and there has been no activity in regards to this issue during 2005. Therefore, the Company has no basis for determining potential exposure and estimated remediation costs at this time.The Company is committed to complying with all federal, state and local environmental laws and regulations and using its best management practices to anticipate and satisfy future requirements. As is typical in the galvanizing business, the Company will have additional environmental compliance costs associated with past, present, and future operations. Management is committed to discovering and addressing environmental issues as they arise. Because of the frequent changes in environmental technology, laws and regulations management cannot reasonably quantify the Company's potential future costs in this area. ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK The Company's operations include managing market risks related to changes in interest rates and zinc commodity prices. INTEREST RATE RISK. The Company is exposed to financial market risk related to changes in interest rates. Changing interest rates will affect interest paid on the Company's variable rate debt. At June 30, 2005, the Company's outstanding debt of $19,176,000, net of a $14,000 discount, consisted of the following: Variable rate debt aggregating $11,884,000 under the bank credit agreement, with an effective rate of 6.25%; variable rate debt of $6,287,000 under the industrial revenue bond agreement, with an effective rate of 3.5%; and, fixed rate debt consisting of $1,000,000 of 10% subordinated promissory notes and a 9.5% term note of $19,000. The borrowings under all of the Company's debt obligations at June 30, 2005 are due as follows: $1,061,000 in 2005;

$2,445,000 in 2006; $1,481,000 in 2007 and $14,203,000 in years 2008 through 2013. Each increase of 10 basis points in the effective interest rate would result in an annual increase in interest charges on variable rate debt of approximately $18,200 based on June 30, 2005 outstanding borrowings. The actual effect of changes in interest rates is dependent on actual amounts outstanding under the various loan agreements. The Company monitors interest rates and has sufficient flexibility to renegotiate the loan agreement, without penalty, in the event market conditions and interest rates change. ZINC PRICE RISK. NAG periodically enters into fixed price purchase commitments with domestic and foreign zinc producers to purchase a portion of its zinc requirements for its hot dip galvanizing operations. Commitments for the future delivery of zinc, typically up to one (1) year, reflect rates quoted on the London Metals Exchange. At June 30, 2005, the aggregate fixed price commitments for the procurement of zinc were approximately $7.0 million. With respect to these zinc fixed price purchase commitments, a hypothetical decrease of 10% in the market price of zinc from the June 30, 2005 level represented a potential lost gross margin opportunity of approximately $700,000. The Company's financial strategy includes evaluating the selective use of derivative financial instruments to manage zinc and interest costs. As part of its inventory 23 management strategy, the Company recognizes that hedging instruments may be effective in minimizing the impact of zinc price fluctuations. The Company's current zinc forward purchase commitments (Note 6) are considered derivatives, but the Company has elected to account for these purchase commitments as normal purchases. ITEM 4. CONTROLS AND PROCEDURES As of the end of the period covered by this report, management, including our chief executive officer and chief financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures. Based upon, and as of the date of, the evaluation, our chief executive officer and chief financial officer concluded that the disclosure controls and procedures were effective, in all material respects, to ensure that information required to be disclosed in the reports we file and submit under the Exchange Act is recorded, processed, summarized and reported as and when required. During the six-months ended June 30, 2005, the Company purchased the assets of a galvanizing business located in Canton, Ohio and undertook a review and evaluation of that operation's internal controls over financial reporting, including the implementation of a number of controls consistent with its established galvanizing operations. The Company will continue to integrate this acquired business into its internal control over financial reporting. There have been no other significant change in our internal controls over financial reporting that occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting. There were no significant deficiencies or material weaknesses identified in the evaluation, and therefore, no corrective actions were taken. 24 PART II OTHER INFORMATION Item 1. Legal Proceedings. On August 30, 2004, the Company was informed by counsel for the Metropolitan Water Reclamation District of Greater Chicago (the "Water District") that the Water District had, on August 25, 2004 filed a Second Amended Complaint in the United States District Court, Northern District of Illinois, Eastern Division, naming North American Galvanizing & Coatings, Inc. (formerly known as Kinark Corporation) as an added defendant. Counsel for the Water District also gave the Company notice of the Water District's intent to file (or amend the Complaint to include) a Citizens Suit under the Resource Compensation and Recovery Act ("RCRA") against North American Galvanizing & Coatings, Inc., pursuant to Section 7002 of RCRA, 42 U.S.C. Section 6972. This Second Amended Complaint seeks enforcement of an August 12, 2004 default judgment in the amount of $1,810,463 and other undetermined amounts against Lake River Corporation and Lake River Holding Company, Inc. in connection with the operation of a storage terminal by Lake River Corporation in violation of environmental laws. Lake River Corporation conducted business as a subsidiary of the Company until June 30, 2000, at which time Lake River Corporation was sold to Lake River Holding Company, Inc. and ceased to be a subsidiary of the Company. The Second Amended Complaint asserts that prior to the sale of Lake River Corporation, the Company directly operated the Lake River facility and, accordingly, seeks to have the Court pierce the corporate veil of Lake River Corporation and enforce the default judgment order of August 12, 2004 against the Company. The Company denies the assertions set forth in the Water District's Complaint and on November 13, 2004 filed a partial motion for dismissal of the Second Amended Complaint. In December 2004, the Water District filed a Third Amended complaint in the litigation, adding two claims: (1) a common law claim for nuisance; and (2) a claim under the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), in which the Water District argues that the Company is responsible for conditions on the plaintiff's property that present an "imminent and substantial endangerment to human health and the environment." In January 2005 and March 2005, the Company filed partial motions to dismiss plaintiff's third amended complaint, in the United States District Court, Northern District of Illinois, Eastern Division. On April 12,

2005, the Court issued an order denying in part and granting in part the Company's partial motion to dismiss plaintiff's third amended complaint. The Company has filed an appeal with the Seventh Circuit Court of Appeals requesting dismissal of the Third Amended complaint. The Company has denied any liability with respect to this claim and intends to vigorously defend this case. At this time, the Company has not determined the amount of any liability that may result from this matter or whether such liability, if any, would have a material adverse effect on the Company's financial condition, results of operations, or liquidity. The lease term of a galvanizing facility occupied by Reinforcing Services, Inc. ("RSI"), a subsidiary of North American Galvanizing Company, expired July 31, 2003 and has not been renewed. RSI has exercised an option to purchase the facility, and the landlord is contesting the Company's right to exercise this option. RSI has filed a lawsuit against the landlord seeking enforcement of the right to exercise the option. This litigation is in the discovery stage and management expects there will be no disruption to its galvanizing business being conducted at the facility. 25 Item 2. Changes in Securities and Use of Proceeds - Not applicable. Item 3. Defaults Upon Senior Securities - Not applicable. Item 4. Submission of Matters to a Vote of Security Holders - Not applicable. Item 5. Other Information - Not applicable. Item 6. Exhibits. (a) Exhibits 3.1 The Company's Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Pre-Effective Amendment No. 1 to Registration Statement on Form S-3 (Reg. No. 333-4937) filed on June 7, 1996). 3.2 The Company's Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q dated June 30, 1996). 31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. 31.2 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of of 2002. 32 Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. 99 Cautionary Statements by the Company Related to Forward-Looking Statements. 26 SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized: NORTH AMERICAN GALVANIZING & COATINGS, INC. -- (Registrant) /s/ Beth B. Hood ------------------------ Vice President and Chief Financial Officer (Principal Financial Officer) Date: July 28, 2005 27