

HALLIBURTON CO
Form 4
July 19, 2005

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 *
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)
07/18/2005

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 07/18/2005 | | M | | 2,000 A \$ 22.75 | 777,381 | D |
| Common Stock | 07/18/2005 | | S ⁽¹⁾ | | 2,000 D \$ 46.41 | 775,381 | D |
| Common Stock | 07/18/2005 | | M | | 1,000 A \$ 29.5625 | 776,381 | D |
| Common Stock | 07/18/2005 | | S ⁽¹⁾ | | 1,000 D \$ 46.41 | 775,381 | D |
| Common Stock | 07/18/2005 | | S ⁽¹⁾ | | 1,000 D \$ 46.41 | 774,381 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|--------------|---|----------|-------------------|---|-------------|
| Common Stock | 07/19/2005 | | D | 3,500 (2) | D | \$ 43.27 | 771,270.98 (3) | 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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(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 | \$ 22.75 | 07/18/2005 | | M | 2,000 | 12/06/1996 12/06/2005 | Common Stock 2,000 |
| Option to Buy Common Stock | \$ 29.5625 | 07/18/2005 | | M | 1,000 | 12/04/1997 12/04/2006 | Common Stock 1,000 |
| Option to Buy Common Stock | \$ 26.437 | | | | | 02/14/1996 02/14/2006 | Common Stock 30,000 |
| 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 |
| Option to Buy | \$ 26.03 | | | | | 01/02/2004 01/02/2014 | Common Stock 100,000 |

| | | | | | | |
|-------------------------------------|-----------|--|------------|------------|-----------------|---------|
| Common Stock | | | | | | |
| Option to Buy Common Stock | \$ 54.5 | | 12/03/1998 | 12/03/2007 | Common Stock | 60,000 |
| Option to Buy Common Stock | \$ 28.125 | | 12/02/1999 | 12/02/2008 | Common Stock | 65,000 |
| Option to Buy Common Stock | \$ 39.5 | | 12/02/2000 | 12/02/2009 | Common Stock | 260,100 |
| Option to Buy Common Stock | \$ 51.5 | | 09/14/2001 | 09/14/2010 | Common Stock | 300,000 |
| Option to Buy Common Stock | \$ 31.55 | | 04/01/2003 | 07/19/2011 | Common Stock | 154,408 |

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
07/19/2005

__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 March 18, 2005.

Shares transferred to Halliburton Company for payment for Federal Income Tax withholding obligations on lapse of restrictions on shares issued under the 1993 Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.

(3) Includes 389,972 shares acquired under the Halliburton Company Employee Stock Plan for the period January through June 2005.

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(4) Options disposed of through exercise pursuant to a Rule 10b1-5 trading plan adopted by the Reporting Person on March 18, 2005.

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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