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HALLIBURTON CO
Form 10-K/A
March 13, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K
Amendment No. 1

(Mark One)

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the fiscal year ended December 31, 2001

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number 1-3492

HALLIBURTON COMPANY
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation of organization)

75-2677995
(I.R.S.Employer Identification No.)

3600 Lincoln Plaza, 500 N. Akard St., Dallas, Texas 75201
(Address of principal executive offices)
Telephone Number - Area code (214) 978-2600

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class ----- | Name of each Exchange on which registered ----- |
|--|---|
| Common Stock par value \$2.50 per share | New York Stock Exchange |
| Baroid Corporation 8% Guaranteed Senior Notes due 2003 | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of Common Stock held by nonaffiliates on February 28, 2002, determined using the per share closing price on the New York Stock Exchange Composite tape of \$16.50 on that date was approximately \$7,162,000,000.

As of February 28, 2002, there were 435,613,251 shares of Halliburton Company Common Stock \$2.50 par value per share outstanding.

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Portions of the Halliburton Company Proxy Statement dated March 19, 2002, are incorporated by reference into Part III of this report.

SIGNATURES

As required by Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has authorized this report to be signed on its behalf by the undersigned authorized individuals, on this _____ day of March, 2002.

HALLIBURTON COMPANY

By /s/ David J. Lesar

David J. Lesar
Chairman of the Board,
President and Chief Executive Officer

As required by the Securities Exchange Act of 1934, this report has been signed below by the following persons in the capacities indicated on this _____ day of March, 2002.

Signature

Title

/s/ David J. Lesar

Chairman of the Board, President and
Chief Executive Officer

David J. Lesar

/s/ Douglas L. Foshee

Executive Vice President and
Chief Financial Officer

Douglas L. Foshee

/s/ R. Charles Muchmore, Jr.

Vice President and Controller and
Principal Accounting Officer

R. Charles Muchmore, Jr.

Signature

Title

* LORD CLITHEROE

Director

Lord Clitheroe

*ROBERT L. CRANDALL

Director

Robert L. Crandall

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* KENNETH T. DERR Director

Kenneth T. Derr

* CHARLES J. DIBONA Director

Charles J. DiBona

* LAWRENCE S. EAGLEBURGER Director

Lawrence S. Eagleburger

* W. R. HOWELL Director

W. R. Howell

* RAY L. HUNT Director

Ray L. Hunt

* AYLWIN B. LEWIS Director

Aylwin B. Lewis

* J. LANDIS MARTIN Director

J. Landis Martin

* JAY A. PRECOURT Director

Jay A. Precourt

* DEBRA L. REED Director

Debra L. Reed

* C. J. SILAS Director

C. J. Silas

* /s/ SUSAN S. KEITH

Susan S. Keith, Attorney-in-fact