HALLIBURTON CO

Form 4

August 03, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * REED DEBRA L

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

HALLIBURTON CO [HAL]

(Check all applicable)

SAN DIEGO GAS &

PARK COURT

(Middle)

(Month/Day/Year) 08/01/2006

3. Date of Earliest Transaction

_X__ Director 10% Owner Officer (give title _ Other (specify

ELECTRIC, 8330 CENTURY

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN DIEGO, CA 92123

(City)	(State)	Tabl	e I - Non-D	Derivative Securities A	cquired, Disposed	l of, or Benefic	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)		Securities Form: Dir Beneficially (D) or Owned Indirect (I Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/01/2006		Code V	(A) or Amount (D) Price 2,965 (1) A (2)	Reported Transaction(s) (Instr. 3 and 4) 15,291 (3)	D	
Common Stock					500 (4)	I	Spouse's Retirement Account

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

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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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day re			Securities	8. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy Common Stock	\$ 22.68 (5)					<u>(6)</u>	05/15/2011	Common Stock	10,000 (7)	
Option to Buy Common Stock	\$ 8.38 (5)					<u>(6)</u>	05/15/2012	Common Stock	4,000 <u>(7)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
REED DEBRA L SAN DIEGO GAS & ELECTRIC 8330 CENTURY PARK COURT SAN DIEGO, CA 92123	X					

Signatures

Robert L. Hayter, by Power of
Attorney

**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) 800 shares awarded pursuant to Halliburton Company's Restricted Stock Plan for Non-Employee Directors. 2,165 shares awarded pursuant to Halliburton Company's 1993 Stock and Incentive Plan.
- (2) On August 1, 2006, the closing price of Halliburton Company Common Stock on the New York Stock Exchange was \$33.73.
- (3) Amount of securities beneficially owned has been adjusted to reflect a 2-for-1 stock split on July 17, 2006.
- (4) Amount of securities owned indirectly has been adjusted to reflect a 2-for-1 stock split on July 17, 2006.

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- (5) Exercise price has been adjusted to reflect a 2-for-1 stock split on July 17, 2006.
- (6) Options are exercisable six months after the date of grant.
- (7) The number of derivitive securites has been adjusted to reflect a 2-for-1 stock split on July 17, 2006.

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.