HALLIBURTON CO

Form 4

February 01, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

Expires:

January 31, 2005

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Lane Andrew R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

HALLIBURTON CO [HAL]

(Check all applicable)

(Last)

(First)

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

Director

10% Owner

1401 MCKINNEY STREET, SUITE 02/01/2008

(Street)

(Ctata)

Officer (give title __X_ Other (specify below) below)

Retired EVP and COO

2400

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

HOUSTON, TX 77010

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	ly 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) omr Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(IIIstr. 4)	
Common Stock	02/01/2008		S	100	D	\$ 33.55	178,197	D	
Common Stock	02/01/2008		S	200	D	\$ 33.545	177,997	D	
Common Stock	02/01/2008		S	400	D	\$ 33.54	177,597	D	
Common Stock	02/01/2008		S	100	D	\$ 33.539	177,497	D	
Common Stock	02/01/2008		S	200	D	\$ 33.53	177,297	D	

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Common Stock	02/01/2008	S	2,500	D	\$ 33.52	174,797	D
Common Stock	02/01/2008	S	100	D	\$ 33.515	174,697	D
Common Stock	02/01/2008	S	2,600	D	\$ 33.51	172,097	D
Common Stock	02/01/2008	S	200	D	\$ 33.505	171,897	D
Common Stock	02/01/2008	S	14,737	D	\$ 33.5	157,160	D
Common Stock	02/01/2008	S	1,200	D	\$ 33.495	155,960	D
Common Stock	02/01/2008	S	7,600	D	\$ 33.49	155,200	D
Common Stock	02/01/2008	S	2,800	D	\$ 33.485	152,400	D
Common Stock	02/01/2008	S	1,100	D	\$ 33.48	151,300	D
Common Stock	02/01/2008	S	2,800	D	\$ 33.47	148,500	D
Common Stock	02/01/2008	S	200	D	\$ 33.465	148,300	D
Common Stock	02/01/2008	S	800	D	\$ 33.46	147,500	D
Common Stock	02/01/2008	S	600	D	\$ 33.45	146,900	D
Common Stock	02/01/2008	S	800	D	\$ 33.44	146,100	D
Common Stock	02/01/2008	S	100	D	\$ 33.435	146,000	D
Common Stock	02/01/2008	S	4,100	D	\$ 33.43	141,800	D
Common Stock	02/01/2008	S	700	D	\$ 33.429	141,100	D
Common Stock	02/01/2008	S	200	D	\$ 33.425	140,900	D
Common Stock	02/01/2008	S	300	D	\$ 33.42	140,600	D
Common Stock	02/01/2008	S	300	D	\$ 33.41	140,300	D
	02/01/2008	S	100	D		140,200	D

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Common Stock					\$ 33.405		
Common Stock	02/01/2008	S	7,100	D	\$ 33.4	133,100	D
Common Stock	02/01/2008	S	400	D	\$ 33.395	132,700	D
Common Stock	02/01/2008	S	4,700	D	\$ 33.39	128,000	D
Common Stock	02/01/2008	S	1,300	D	\$ 33.385	126,700	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)

8. Properties Secution (Inst

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. Transactio Code (Instr. 8)	5. onNumber 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	\$ 33.17					12/06/2006	12/06/2016	Common Stock	55,000
Option to Buy Common Stock	\$ 14.43					03/16/2004	03/16/2014	Common Stock	5,346
Option to Buy Common Stock	\$ 19.31					12/02/2004	12/02/2014	Common Stock	25,200
	\$ 32.39					12/07/2005	12/07/2015		40,000

Option to Common
Buy Stock
Common

Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lane Andrew R 1401 MCKINNEY STREET SUITE 2400 HOUSTON, TX 77010

Retired EVP and COO

Signatures

Robert L. Hayter, by Power of Attorney

02/01/2008

**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).

Remarks:

1st of 2 Forms 4 filed on February 1, 2008, on behalf of Andrew R. Lane for transactions occurring on February 1, 2008.

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.

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