HALLIBURTON CO

Form 4

February 15, 2008

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

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Lotfy Ahmed H M

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Middle)

(Zip)

3. Date of Earliest Transaction

HALLIBURTON CO [HAL]

(Check all applicable)

(First)

(Month/Day/Year) 14TH FLOOR, CITIBANK TOWER 02/13/2008

Director 10% Owner X_ Officer (give title Other (specify

President - Eastern Hemisphere

below)

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

A

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

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

DUBAI, C0 000000

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4)

D

(A) or Code V Amount (D)

(Instr. 3 and 4) Price 10,000 A

50,679

Transaction(s)

Common Stock

02/13/2008

(1) 35.67

SEC 1474 (9-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: HALLIBURTON CO - Form 4

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. Transactic Code (Instr. 8)	5. Number of or 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	\$ 35.67	02/13/2008		A	10,000	02/13/2008	02/13/2018	Common Stock	10,000
Option to Buy Common Stock	\$ 22.55					04/07/2005	04/07/2015	Common Stock	1,533
Option to Buy Common Stock	\$ 33.02					01/06/2006	01/06/2016	Common Stock	5,000
Option to Buy Common Stock	\$ 29.87					01/03/2007	01/03/2017	Common Stock	7,000

Reporting Owners

Attorney

Reporting Owner Name / Address	Relationships						
reporting of the France France	Director	10% Owner	Officer	Other			
Lotfy Ahmed H M 14TH FLOOR, CITIBANK TOWER DUBAI, C0 000000			President - Eastern Hemisphere				
Signatures							
Robert L. Hayter, by Power of	02/15/20	008					

**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) Shares awarded pursuant to the Halliburton Company 1993 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.

Reporting Owners 2

Edgar Filing: HALLIBURTON CO - Form 4

(2) Stock options awarded pursuant to the Halliburton Company 1993 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.

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.