HALLIBURTON CO

Form 4 March 20, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

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if no longer

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)

(State)

(Zip)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Pope Lawrence J Issuer Symbol HALLIBURTON CO [HAL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 1401 MCKINNEY STREET, SUITE 03/18/2008 below) 2400 Vice Pres, HR and Admin (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77010 Person

(City) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 03/18/2008 D 551 (1) D 88,146,31 D Stock 38.4

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)

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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. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		re e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy Common Stock	\$ 36.9					12/05/2007	12/05/2017	Common Stock	9,100	
Option to Buy Common Stock	\$ 33.17					12/06/2006	12/06/2016	Common Stock	10,400	
Option to Buy Common Stock	\$ 14.53					02/17/1999	02/17/2009	Common Stock	4,854	
Option to Buy Common Stock	\$ 19.75					12/02/1999	12/02/2009	Common Stock	3,920	
Option to Buy Common Stock	\$ 21.25					04/03/2000	04/03/2010	Common Stock	1,160	
Option to Buy Common Stock	\$ 15.78					07/19/2001	07/19/2011	Common Stock	10,350	
Option to Buy Common Stock	\$ 14.43					03/16/2004	03/16/2014	Common Stock	13,900	
Option to Buy Common Stock	\$ 20.89					02/17/2005	02/17/2015	Common Stock	12,000	
	\$ 32.39					12/07/2005	12/07/2015		7,000	

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Option to Common Buy Stock

Common Stock

Option to

Buy \$ 19.78 02/23/2001 02/23/2011 Common Stock 4,200

Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pope Lawrence J

1401 MCKINNEY STREET

Vice Pres, HR and Admin

SUITE 2400

HOUSTON, TX 77010

Signatures

Robert L. Hayter, by Power of Attorney 03/20/2008

**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).

Shares transferred to Halliburton Company for payment for Federal tax withholding obligations on lapse of restrictions on shares issued (1) under the 1993 Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.

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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