HALLIBURTON CO

Form 4 April 02, 2008

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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Expires: January 31, 2005

OMB APPROVAL

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> CRANDALL ROBERT L			2. Issuer Name and Ticker or Trading Symbol HALLIBURTON CO [HAL]				5. Relationship of Reporting Person(s) to Issuer				
(I4)	(E:t)	(MC 141-)	3. Date of Earliest Transaction					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of (Month/Da		insaction			_X_ Director		6 Owner	
5215 NORT SUITE 1775	H O'CONNOR	BLVD.,	03/31/20	800				Officer (giv below)	e title Oth below)	er (specify	
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
IRVING, TX	X 75039		Filed(Mont	h/Day/Year)				Applicable Line) _X_ Form filed by Form filed by Person	1 0		
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	Securitie	s Acq	uired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executi any	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock								22,571	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)

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. Transaction Code (Instr. 8)	5. Number of orDerivative 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	Amoun Numbe Shares
Stock Equivalent Units	<u>(1)</u>	03/31/2008		A	1,541.66 (2)	(3)	(3)	Common Stock	1,541
Option to Buy Common Stock	\$ 25.75					<u>(5)</u>	05/17/2010	Common Stock	2,00
Option to Buy Common Stock	\$ 22.68					<u>(5)</u>	05/15/2011	Common Stock	2,00
Option to Buy Common Stock	\$ 8.38					<u>(5)</u>	05/15/2012	Common Stock	2,00

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CRANDALL ROBERT L 5215 NORTH O'CONNOR BLVD., SUITE 1775 IRVING, TX 75039	X					

Signatures

Robert L. Hayter, by Power of 04/01/2008 Attorney Date

**Signature of Reporting Person

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) The security converts to common stock on a one-for-one basis.
- Stock equivalents acquired under the Halliburton Company Directors' Deferred Compensation Plan reported on a pro rata basis to reflect Issuer's Plan quarter. Said Plan is an ongoing securities acquisition plan.
- The stock equivalent units were accrued under the Company's Directors' Deferred Compensation Plan and are settled in the Company's common stock upon cessation as a director.

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- (4) On March 28, 2008, the closing price of Halliburton Company's Common Stock on the New York Stock Exchange was \$39.21
- (5) Options are exercisable six months after the date of grant.

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.