HALLIBURTON CO

Form 4

November 13, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person ** King David S			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			HALLIBURTON CO [HAL]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
10200 BELLAIRE			11/12/2008	_X_ Officer (give title Other (specify			
BLVD., 2NE-14B				below) below) Pres Completion & Productio			
	(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			
HOUSTON, TX 77072				Form filed by More than One Reporting Person			
(City)	(State)	(Zin)					

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	f, or Beneficial	y 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 Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/12/2008		D	35 <u>(1)</u>	D	\$ 44.58	63,952	D	
Common Stock	11/12/2008		D	129 (1)	D	\$ 30.32	63,823 (2)	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. orNumber 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	\$ 15.77					07/19/2001	07/19/2011	Common Stock	4,347 (3)
Option to Buy Common Stock	\$ 7.47					08/28/2002	08/28/2012	Common Stock	4,200 (4)
Option to Buy Common Stock	\$ 14.43					03/16/2004	03/16/2014	Common Stock	3,478 (5)
Option to Buy Common Stock	\$ 22.55					04/07/2005	04/07/2015	Common Stock	6,132 (6)
Option to Buy Common Stock	\$ 33.02					01/06/2006	01/06/2016	Common Stock	5,054 (7)
Option to Buy Common Stock	\$ 29.87					01/03/2007	01/03/2017	Common Stock	5,819 (8)
Option to Buy Common Stock	\$ 35.67					02/13/2008	02/13/2018	Common Stock	7,553 (<u>9)</u>

8. Pr Deri Secu (Inst

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

King David S 10200 BELLAIRE BLVD.

Pres. - Completion & Productio

2NE-14B HOUSTON, TX 77072

Signatures

Robert L. Hayter, by Power of Attorney

11/13/2008

**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 under the 1993 Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.
- (2) Since the date of the Reporting Person's last report, 13,844 shares of common stock were transferred to his ex-wife pursuant to a qualified domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.
- (3) Since the date of the Reporting Person's last report, 6,003 stock options were transferred to his ex-wife pursuant to a qualified domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.
- (4) Since the date of the Reporting Person's last report, 5,800 stock options were transferred to his ex-wife pursuant to a qualified domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.
- (5) Since the date of the Reporting Person's last report, 4,802 stock options were transferred to his ex-wife pursuant to a qualified domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.
- (6) Since the date of the Reporting Person's last report, 8,468 stock options were transferred to his ex-wife pursuant to a qualified domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.
- (7) Since the date of the Reporting Person's last report, 5,946 stock options were transferred to his ex-wife pursuant to a qualified domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.
- (8) Since the date of the Reporting Person's last report, 4,181 stock options were transferred to his ex-wife pursuant to a qualified domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.
- (9) Since the date of the Reporting Person's last report, 847 stock options were transferred to his ex-wife pursuant to a qualified domestic relations oder. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.

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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