

HALLIBURTON CO
Form 4
July 07, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LESAR DAVID J

(Last) (First) (Middle)
1401 MCKINNEY, SUITE 2400
(Street)

HOUSTON, TX 77010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HALLIBURTON CO [HAL]

3. Date of Earliest Transaction
(Month/Day/Year)
07/05/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, Pres. and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

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) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/05/2005		M		2,000 A \$ 22.75	779,381	D
Common Stock	07/05/2005		S ⁽¹⁾		2,000 D \$ 48.23	777,381	D
Common Stock	07/05/2005		M		1,000 A \$ 29.5625	778,381	D
Common Stock	07/05/2005		S ⁽¹⁾		1,000 D \$ 48.23	777,381	D
Common Stock	07/05/2005		S ⁽¹⁾		1,000 D \$ 48.23	776,381	D

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Common Stock 20,000 I Partnership

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number 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	\$ 22.75	07/05/2005		M	2,000	12/06/1996 12/06/2005	Common Stock 2,000
Option to Buy Common Stock	\$ 26.437					02/14/1996 02/14/2006	Common Stock 30,000
Option to Buy Common Stock	\$ 29.5625	07/05/2005		M	1,000	12/04/1997 12/04/2006	Common Stock 1,000
Option to Buy Common Stock	\$ 44.08					03/03/2005 03/03/2015	Common Stock 100,000
Option to Buy Common Stock	\$ 38.61					12/02/2004 12/02/2014	Common Stock 69,000
Option to Buy Common Stock	\$ 26.03					01/02/2004 01/02/2014	Common Stock 100,000

Option to Buy Common Stock	\$ 54.5	12/03/1998	12/03/2007	Common Stock	60,000
Option to Buy Common Stock	\$ 28.125	12/02/1999	12/02/2008	Common Stock	65,000
Option to Buy Common Stock	\$ 39.5	12/02/2000	12/02/2009	Common Stock	260,100
Option to Buy Common Stock	\$ 51.5	09/14/2001	09/14/2010	Common Stock	300,000
Option to Buy Common Stock	\$ 31.55	04/01/2003	07/19/2011	Common Stock	154,408

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LESAR DAVID J 1401 MCKINNEY SUITE 2400 HOUSTON, TX 77010	X		Chairman, Pres. and CEO	

Signatures

Robert L. Hayter, by Power of Attorney
07/07/2005

__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) The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 18, 2005.
In filings dated June 8, 2005, June 13, 2005, June 21, 2005 and June 28, 2005, the exercise and sale of 1,000 options was reported. The options were inadvertently deducted from the incorrect stock option grant. The grant that the shares were exercised from was incorrectly reported as 02/14/1996 at the share price of \$26.4375, The correct block of option grants, which was awarded on 12/04/1996 at \$29.5625 per share, is reflected on this Form 4.
 - (2) Options disposed of through exercise pursuant to a Rule 10b1-5 trading plan adopted by the Reporting Person on March 18, 2005.
 - (3) In filings dated June 8, 2005, June 13, 2005, June 21, 2005 and June 28, 2005, the exercise and sale of 1,000 options that were reported were inadvertently deducted from the incorrect stock option grant. The grant that the shares were exercised from was incorrectly reported

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as 02/14/1996 at the share price of \$26.4375. The correct block of option grants, which was awarded on 12/04/1996 at \$29.5625 per share is reflected on this Form 4. Each of the 4,000 shares that were incorrectly deducted have been added back in to the grant.

- (5) The amount reflects the deduction of the 4,000 shares previously exercised and reported, but deducted from the incorrect stock option award, in the Forms 4 filed on June 8, June 13, June 21 and June 28, 2005 and the 1,000 shares exercised on July 5, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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