

HALLIBURTON CO
Form 4
August 12, 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 *
SMITH DAVID RICH

(Last) (First) (Middle)

HALLIBURTON COMPANY, 2101
CITY WEST BLVD. BLDG., 1 STE.
200

(Street)

HOUSTON, TX 77042

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice President - Tax

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

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	08/10/2005		M			1,667	A	\$ 26.03	34,695	D	
Common Stock	08/10/2005		S			1,667	D	\$ 58.75	33,028	D	
Common Stock	08/10/2005		M			12,000	D	\$ 28.12	45,028	D	
Common Stock	08/10/2005		S			12,000	D	\$ 58.75	33,028	D	
Common Stock	08/10/2005		M			9,282	A	\$ 31.55	42,310	D	

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Common Stock	08/10/2005	S	9,282	D	\$ 58.75	33,028	D	
Common Stock	08/10/2005	M	9,282	A	\$ 21.9	42,310	D	
Common Stock	08/10/2005	S	9,282	D	\$ 58.75	33,028	D	
Common Stock	08/10/2005	M	9,282	A	\$ 12.27	42,310	D	
Common Stock	08/10/2005	S	9,282	D	\$ 58.75	33,028	D	
Common Stock	08/10/2005	M	9,282	A	\$ 16.76	42,310	D	
Common Stock	08/10/2005	S	9,282	D	\$ 58.75	33,028	D	
Common Stock	08/11/2005	D	<u>1,116</u> (1)	D	\$ 56.73	425.68	I	Master Trust

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	\$ 26.03	08/10/2005		M	1,667	01/02/2004 01/02/2014	Common Stock 1,667
Option to Buy Common Stock	\$ 28.125	08/10/2005		M	12,000	12/02/1999 12/02/2008	Common Stock 12,000
	\$ 31.55	08/10/2005		M	9,282	04/01/2003 07/19/2011	9,282

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Option to Buy Common Stock								Common Stock	
Option to Buy Common Stock	\$ 21.9	08/10/2005	M	9,282	04/01/2003	10/01/2011		Common Stock	9,282
Option to Buy Common Stock	\$ 12.27	08/10/2005	M	9,282	04/01/2003	01/02/2012		Common Stock	9,282
Option to Buy Common Stock	\$ 16.76	08/10/2005	M	9,282	04/01/2003	04/01/2012		Common Stock	9,282
Option to Buy Common Stock	\$ 38.61				12/02/2004	12/02/2014		Common Stock	2,400
Option to Buy Common Stock	\$ 39.5				12/02/2000	12/02/2009		Common Stock	10,500
Option to Buy Common Stock	\$ 39.55				02/23/2002	02/23/2011		Common Stock	10,500
Option to Buy Common Stock	\$ 38.875				11/20/1998	11/20/2007		Common Stock	7,600
Option to Buy Common Stock	\$ 38.125				01/15/1999	01/15/2008		Common Stock	8,411
Option to Buy Common Stock	\$ 40.8125				01/15/2000	01/15/2008		Common Stock	8,410
Option to Buy Common Stock	\$ 36.8125				07/15/1998	01/15/2008		Common Stock	8,411

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH DAVID RICH HALLIBURTON COMPANY 2101 CITY WEST BLVD. BLDG., 1 STE. 200 HOUSTON, TX 77042			Vice President - Tax	

Signatures

Robert L. Hayter, by Power of Attorney 08/12/2005

__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) Reporting Person's beneficial interest in 425.68 shares of Halliburton Company Common Stock by the Halliburton Company Employee Benefit Master Trust No. 3, which shares are 100% vested.

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.