

HALLIBURTON CO
Form 4
May 10, 2007

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)

05/08/2007

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/08/2007 | | D | 1,108 (1) | \$ 32.28 | D | |
| Common Stock | 05/08/2007 | | D | 1,226 (1) | \$ 32.28 | D | |
| Common Stock | 05/08/2007 | | D | 1,226 (1) | \$ 32.28 | D | |
| Common Stock | 05/08/2007 | | D | 1,227 (1) | \$ 32.28 | D | 143,286.2 (2) |

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) | 8. Price or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|------------------------------|
| Option to Buy Common Stock | \$ 32.39 | | | | | Date Exercisable: 12/07/2005 Expiration Date: 12/07/2015 | Common Stock | 3,800 |
| Option to Buy Common Stock | \$ 13.02 | | | | | Date Exercisable: 01/02/2004 Expiration Date: 01/02/2014 | Common Stock | 6,666 |
| Option to Buy Common Stock | \$ 15.78 | | | | | Date Exercisable: 04/01/2003 Expiration Date: 07/19/2011 | Common Stock | 6,186 |
| Option to Buy Common Stock | \$ 10.95 | | | | | Date Exercisable: 04/01/2003 Expiration Date: 10/01/2011 | Common Stock | 6,186 |
| Option to Buy Common Stock | \$ 6.14 | | | | | Date Exercisable: 04/01/2003 Expiration Date: 04/01/2012 | Common Stock | 6,186 |
| Option to Buy Common Stock | \$ 8.38 | | | | | Date Exercisable: 04/01/2003 Expiration Date: 04/01/2012 | Common Stock | 6,186 |
| Option to Buy | \$ 19.31 | | | | | Date Exercisable: 12/02/2004 Expiration Date: 12/02/2014 | Common Stock | 4,800 |

Common
Stock

Option to
Buy
Common
Stock

\$ 19.75

12/02/2000 12/02/2009

Common
Stock 21,000

Option to
Buy
Common
Stock

\$ 19.78

02/23/2002 02/23/2011

Common
Stock 21,000

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

05/09/2007

__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.

(2) Includes 862.20 shares previously owned indirectly through the Halliburton Master Trust Stock fund.

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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