

HALLIBURTON CO
Form 4
July 19, 2005

FORM 4

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

OMB APPROVAL

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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)
07/18/2005

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	07/18/2005		M	2,000 A \$ 22.75	777,381	D	
Common Stock	07/18/2005		S ⁽¹⁾	2,000 D \$ 46.41	775,381	D	
Common Stock	07/18/2005		M	1,000 A \$ 29.5625	776,381	D	
Common Stock	07/18/2005		S ⁽¹⁾	1,000 D \$ 46.41	775,381	D	
Common Stock	07/18/2005		S ⁽¹⁾	1,000 D \$ 46.41	774,381	D	

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Common Stock	07/19/2005		D	<u>3,500</u> (2)	D	\$ 43.27	<u>771,270.98</u> (3)	D	
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	07/18/2005		M	2,000	12/06/1996 12/06/2005	Common Stock 2,000
Option to Buy Common Stock	\$ 29.5625	07/18/2005		M	1,000	12/04/1997 12/04/2006	Common Stock 1,000
Option to Buy Common Stock	\$ 26.437					02/14/1996 02/14/2006	Common Stock 30,000
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	\$ 26.03					01/02/2004 01/02/2014	Common Stock 100,000

Common Stock						
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
07/19/2005

__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.

Shares transferred to Halliburton Company for payment for Federal Income 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.

(3) Includes 389,972 shares acquired under the Halliburton Company Employee Stock Plan for the period January through June 2005.

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(4) Options disposed of through exercise pursuant to a Rule 10b1-5 trading plan adopted by the Reporting Person on March 18, 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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