

HALLIBURTON CO  
Form 4  
April 28, 2008

**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 \*  
CORNELISON ALBERT O JR

(Last) (First) (Middle)

HALLIBURTON COMPANY, 1401  
MCKINNEY STREET

(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)  
04/24/2008

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)

EVP and General Counsel

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/24/2008		S <sup>(1)</sup>		300	D	\$ 46.88
Common Stock	04/24/2008		S <sup>(1)</sup>		1,000	D	\$ 46.9
Common Stock	04/24/2008		S <sup>(1)</sup>		600	D	\$ 46.57
Common Stock	04/24/2008		S <sup>(1)</sup>		100	D	\$ 46.59
Common Stock	04/24/2008		S <sup>(1)</sup>		300	D	\$ 46.44

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Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	1,000	D	\$ 46.46	170,630	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	300	D	\$ 46.47	170,330	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	1,000	D	\$ 46.52	169,330	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	700	D	\$ 46.56	168,630	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	9,600	D	\$ 46.57	159,030	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	2,800	D	\$ 46.58	156,230	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	1,600	D	\$ 46.59	154,630	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	884	D	\$ 46.6	153,746	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	1,002	D	\$ 46.61	152,744	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	400	D	\$ 46.62	152,344	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	1,325	D	\$ 46.63	151,019	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	2,238	D	\$ 46.64	148,781	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	500	D	\$ 46.65	148,281	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	653	D	\$ 46.66	147,628	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	300	D	\$ 46.68	147,328	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	700	D	\$ 46.7	146,628	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	1,222	D	\$ 46.71	145,406	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	500	D	\$ 46.72	144,906	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	939	D	\$ 46.73	143,967	D
Common Stock	04/24/2008	<u>S<sup>(1)</sup></u>	1,200	D	\$ 46.74	142,767	D
	04/24/2008	<u>S<sup>(1)</sup></u>	700	D		142,067	D

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Common Stock					\$			
					46.75			
Common Stock	04/24/2008		S <sup>(1)</sup>	1,080	D	\$	140,987	D
						46.76		
Common Stock	04/24/2008		S <sup>(1)</sup>	1,724	D	\$	139,263	D
						46.77		
Common Stock	04/24/2008		S <sup>(1)</sup>	400	D	\$	138,863	D
						46.78		
Common Stock	04/24/2008		S <sup>(1)</sup>	200	D	\$	138,663	D
						46.79		

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

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**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	\$ 19.31	04/24/2008		M	16,000	12/02/2004 12/02/2014	Common Stock 16,000
Option to Buy Common Stock	\$ 36.9					12/05/2007 12/05/2017	Common Stock 18,600
Option to Buy Common Stock	\$ 33.17					12/06/2006 12/06/2016	Common Stock 31,200
Option to Buy Common Stock	\$ 32.39					12/07/2005 12/07/2015	Common Stock 30,800

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CORNELISON ALBERT O JR HALLIBURTON COMPANY 1401 MCKINNEY STREET HOUSTON, TX 77010			EVP and General Counsel	

## Signatures

Robert L. Hayter, by Power of Attorney	04/28/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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 November 13, 2007.
  - (2) Options were disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by Reporting Person on November 13, 2007.

### Remarks:

THIS FORM 4 IS THE 2ND OF 3 FORMS 4 BEING FILED TO REPORT TRANSACTIONS THAT OCCURRED ON APR

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.