

LESAR DAVID J  
Form 4  
December 22, 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)  
12/22/2005

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	(A) or (D)	Price
Common Stock	12/22/2005		S <sup>(1)</sup>		3,000	D	\$ 64.51
Common Stock	12/22/2005		M		5,000	A	\$ 39.5
Common Stock	12/22/2005		S <sup>(1)</sup>		5,000	D	\$ 64.51
Common Stock	12/22/2005		M		5,000	A	\$ 51.5
Common Stock	12/22/2005		S <sup>(1)</sup>		5,000	D	\$ 64.51

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Common Stock	12/22/2005	M	5,000	A	\$ 31.55	692,999.98	D	
Common Stock	12/22/2005	S <sup>(1)</sup>	5,000	D	\$ 64.51	687,999.98	D	
Common Stock						20,000	I	Partnership

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy Common Stock	\$ 39.5	12/22/2005		M	V	(A) 5,000	(D)	12/02/2000	12/02/2009	Common Stock	5,000
Option to Buy Common Stock	\$ 51.5	12/22/2005		M	V	(A) 5,000	(D)	09/14/2001	09/14/2010	Common Stock	5,000
Option to Buy Common Stock	\$ 31.55	12/22/2005		M	V	(A) 5,000	(D)	04/01/2003	07/19/2011	Common Stock	5,000
Option to Buy Common Stock	\$ 64.78							12/07/2005	12/07/2015	Common Stock	90,000
Option to Buy Common Stock	\$ 26.03							01/02/2004	01/02/2014	Common Stock	66,666

