

Pope Lawrence J
Form 4
May 08, 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 *
Pope Lawrence J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1401 MCKINNEY STREET, SUITE 2400

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Vice Pres, HR and Admin

(Street)
HOUSTON, TX 77010

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	05/07/2008		M		2,134	A	\$ 19.78
Common Stock	05/07/2008		S ⁽¹⁾		2,134	D	\$ 47.06
Common Stock	05/07/2008		M		866	A	\$ 15.78
Common Stock	05/07/2008		S ⁽¹⁾		866	D	\$ 47.06
Common Stock	05/07/2008		S ⁽¹⁾		2,000	D	\$ 47.06

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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	\$ 19.78	05/07/2008		M	2,134	02/23/2001	02/23/2011	Common Stock	2,134
Option to Buy Common Stock	\$ 15.78	05/07/2008		M	866	07/19/2001	07/19/2011	Common Stock	866
Option to Buy Common Stock	\$ 36.9					12/05/2007	12/05/2017	Common Stock	9,100
Option to Buy Common Stock	\$ 33.17					12/06/2006	12/06/2016	Common Stock	10,400
Option to Buy Common Stock	\$ 14.43					03/16/2004	03/16/2014	Common Stock	13,900
Option to Buy Common Stock	\$ 20.89					02/17/2005	02/17/2015	Common Stock	12,000
Option to Buy Common	\$ 32.39					12/07/2005	12/07/2015	Common Stock	7,000

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pope Lawrence J 1401 MCKINNEY STREET SUITE 2400 HOUSTON, TX 77010			Vice Pres, HR and Admin	

Signatures

Robert L. Hayter, by Power of Attorney	05/08/2008
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__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 December 12, 2007.
- (2) Options were disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by Reporting Person on December 12, 2007.

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.