

LESAR DAVID J  
Form 4  
February 03, 2006

**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)  
02/02/2006

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	02/02/2006		M		42,100	A	\$ 39.5
Common Stock	02/02/2006		S <sup>(1)</sup>		42,100	D	\$ 78.4
Common Stock	02/02/2006		M		25,000	A	\$ 51.5
Common Stock	02/02/2006		S <sup>(1)</sup>		25,000	D	\$ 78.4
Common Stock							
Common Stock					20,000	I	Partnership

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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	\$ 39.5	02/02/2006		M		42,100		12/02/2000	12/02/2009	Common Stock	42,100
Option to Buy Common Stock	\$ 51.5	02/02/2006		M		25,000		09/14/2001	09/14/2010	Common Stock	25,000
Option to Buy Common Stock	\$ 31.55							04/01/2003	07/19/2011	Common Stock	38,602
Option to Buy Common Stock	\$ 26.03							01/02/2004	01/02/2014	Common Stock	33,333
Option to Buy Common Stock	\$ 64.78							12/07/2005	12/07/2015	Common Stock	90,000
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

