

LESAR DAVID J  
Form 4  
March 10, 2011

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LESAR DAVID J**

(Last) (First) (Middle)

**3000 N. SAM HOUSTON  
PARKWAY E.**

(Street)

**HOUSTON, TX 77032**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/08/2011**

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	03/08/2011		S		12,786 (1) D \$ 45.57 (2)	880,936.19	D
Common Stock	03/08/2011		S		18,556 (1) D \$ 46.21 (3)	862,380.19	D
Common Stock	03/08/2011		S		17,000 (1) D \$ 45.56 (4)	845,380.19	D
Common Stock	03/08/2011		S		22,493 (1) D \$ 46.01	822,887.19	D

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Common Stock	03/08/2011	M	46,000	A	<sup>(5)</sup> \$ 19.31	868,887.19	D
Common Stock	03/08/2011	S	<u>46,000</u> <sup>(1)</sup>	D	<sup>(6)</sup> \$ 45.45	822,887.19	D
Common Stock	03/08/2011	M	133,334	A	\$ 22.04	956,221.19	D
Common Stock	03/08/2011	S	<u>133,334</u> <sup>(1)</sup>	D	<sup>(7)</sup> \$ 45.8	822,887.19	D

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 Number Shares
Option to Buy Common Stock	\$ 19.31	03/08/2011		M	<u>46,000</u> <sup>(8)</sup>	12/02/2004 12/02/2014	Common Stock 46,000
Option to Buy Common Stock	\$ 22.04	03/08/2011		M	<u>133,334</u> <sup>(8)</sup>	03/03/2005 03/03/2015	Common Stock 133,334
Option to Buy Common Stock	\$ 39.19					12/01/2010 12/01/2020	Common Stock 108,000
Option to Buy Common Stock	\$ 15.42					12/02/2008 12/02/2018	Common Stock 174,711
	\$ 29.35					12/01/2009 12/01/2019	128,400

Option to Buy Common Stock					Common Stock	
Option to Buy Common Stock	\$ 36.9		12/05/2007	12/05/2017	Common Stock	110,70
Option to Buy Common Stock	\$ 33.17		12/06/2006	12/06/2016	Common Stock	348,69
Option to Buy Common Stock	\$ 32.39		12/07/2005	12/07/2015	Common Stock	180,00

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LESAR DAVID J 3000 N. SAM HOUSTON PARKWAY E. HOUSTON, TX 77032	X		Chairman, Pres. and CEO	

## Signatures

Robert L. Hayter, by Power of Attorney

03/10/2011

\_\_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 February 22, 2011.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.50 to \$45.65, inclusive. The Reporting Person undertakes to provide to Halliburton Company, any security holder of Halliburton Company, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.00 to \$46.65, inclusive. The Reporting Person undertakes to provide to Halliburton Company, any security holder of Halliburton Company, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.49 to \$45.66, inclusive. The Reporting Person undertakes to provide to Halliburton Company, any security holder of Halliburton Company, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

(5)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.00 to \$46.03, inclusive. The Reporting Person undertakes to provide to Halliburton Company, any security holder of Halliburton Company, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.37 to \$45.45, inclusive. The Reporting Person undertakes to provide to Halliburton Company, any security holder of Halliburton Company, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.16 to \$46.17, inclusive. The Reporting Person undertakes to provide to Halliburton Company, any security holder of Halliburton Company, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

- (8) Options disposed of through exercise pursuant to a Rule 10b1-5 trading plan adopted by the Reporting Person on February 22, 2011.

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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