

LESAR DAVID J
Form 4
April 04, 2011

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)
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)
03/31/2011

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	03/31/2011		M	40,000 A \$ 15.42	772,499.19	D	
Common Stock	03/31/2011		S	40,000 (1) D \$ 50	732,499.19	D	
Common Stock	04/01/2011		D	11,257 (2) D \$ 49.34	721,242.19	D	
Common Stock					53,209	I	Spouse

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	\$ 15.42	03/31/2011		M		40,000	(3)	12/02/2008	12/02/2018	Common Stock	174,716
Option to Buy Common Stock	\$ 39.19							12/01/2010	12/01/2020	Common Stock	108,000
Option to Buy Common Stock	\$ 29.35							12/01/2009	12/01/2019	Common Stock	128,400
Option to Buy Common Stock	\$ 36.9							12/05/2007	12/05/2017	Common Stock	110,700
Option to Buy Common Stock	\$ 33.17							12/06/2006	12/06/2016	Common Stock	348,699
Option to Buy Common Stock	\$ 32.39							12/07/2005	12/07/2015	Common Stock	180,000

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

04/04/2011

__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.

Shares transferred to Halliburton Company for payment for Federal tax withholding obligations on lapse of restrictions on shares issued

(2) under the Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.

(3) 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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