

HALLIBURTON CO

Form 4

December 08, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH DAVID RICH

(Last) (First) (Middle)

**HALLIBURTON COMPANY, 2101
CITY WEST BLVD. BLDG., 1 STE.
200**

(Street)

HOUSTON, TX 77042

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Vice President - Tax

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	12/07/2005		A		1,730 (1)	A 64.78 (2)	34,758 D
Common Stock	12/07/2005		A		0.15	A \$ 63.65	425.83 I Master Trust

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

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(9-02)

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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 Share
Option to Buy Common Stock	\$ 64.78	12/07/2005		A		1,900 (3)		12/07/2005 ⁽⁴⁾	12/07/2015	Common Stock	1,900
Option to Buy Common Stock	\$ 26.03							01/02/2004	01/02/2014	Common Stock	3,333
Option to Buy Common Stock	\$ 31.55							04/01/2003	07/19/2011	Common Stock	3,093
Option to Buy Common Stock	\$ 21.9							04/01/2003	10/01/2011	Common Stock	3,093
Option to Buy Common Stock	\$ 12.27							04/01/2003	01/02/2012	Common Stock	3,093
Option to Buy Common Stock	\$ 16.76							04/01/2003	04/01/2012	Common Stock	3,093
Option to Buy Common Stock	\$ 38.61							12/02/2004	12/02/2014	Common Stock	2,400
Option to Buy Common Stock	\$ 39.5							12/02/2000	12/02/2009	Common Stock	10,500

Option to
Buy
Common
Stock

\$ 39.55

02/23/2002

02/23/2011

Common
Stock

10,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SMITH DAVID RICH
HALLIBURTON COMPANY
2101 CITY WEST BLVD. BLDG., 1 STE. 200
HOUSTON, TX 77042

Vice President - Tax

Signatures

Robert L. Hayter, by Power of
Attorney

12/08/2005

__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) Shares awarded pursuant to the Halliburton Company 1993 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- (2) On December 7, 2005 the closing price of Halliburton Company Common Stock on the New York Stock Exchange was \$64.78.
- (3) Stock options awarded pursuant to the Halliburton Company 1993 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- (4) The options granted become exercisable on each of the first, second and third anniversaries of the grant in cumulative increments of one-third each of the number of shares subject to the option.

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.