

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K  
Amendment No. 1

(Mark One)

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the fiscal year ended December 31, 2001

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-3492

HALLIBURTON COMPANY  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation of organization)

75-2677995  
(I.R.S. Employer  
Identification No.)

3600 Lincoln Plaza, 500 N. Akard St., Dallas, Texas 75201  
(Address of principal executive offices)  
Telephone Number - Area code (214) 978-2600

Securities registered pursuant to Section 12(b) of the Act:

Title of each class -----	Name of each Exchange on which registered -----
Common Stock par value \$2.50 per share	New York Stock Exchange
Baroid Corporation 8% Guaranteed Senior Notes due 2003	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of Common Stock held by nonaffiliates on February 28, 2002, determined using the per share closing price on the New York Stock Exchange Composite tape of \$16.50 on that date was approximately \$7,162,000,000.

As of February 28, 2002, there were 435,613,251 shares of Halliburton Company Common Stock \$2.50 par value per share outstanding.

Portions of the Halliburton Company Proxy Statement dated March 19, 2002, are incorporated by reference into Part III of this report.

SIGNATURES

As required by Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has authorized this report to be signed on its behalf by the undersigned authorized individuals, on this \_\_\_\_\_ day of March, 2002.

HALLIBURTON COMPANY

By /s/ David J. Lesar  
-----  
David J. Lesar  
Chairman of the Board,  
President and Chief Executive Officer

As required by the Securities Exchange Act of 1934, this report has been signed below by the following persons in the capacities indicated on this \_\_\_\_\_ day of March, 2002.

Signature  
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Title  
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/s/ David J. Lesar  
-----  
David J. Lesar

Chairman of the Board, President and  
Chief Executive Officer

/s/ Douglas L. Foshee  
-----  
Douglas L. Foshee

Executive Vice President and  
Chief Financial Officer

/s/ R. Charles Muchmore, Jr.  
-----  
R. Charles Muchmore, Jr.

Vice President and Controller and  
Principal Accounting Officer

Signature - - - - -	Title -----
* LORD CLITHEROE - - - - - Lord Clitheroe	Director
*ROBERT L. CRANDALL - - - - - Robert L. Crandall	Director
* KENNETH T. DERR - - - - - Kenneth T. Derr	Director
* CHARLES J. DIBONA - - - - - Charles J. DiBona	Director
* LAWRENCE S. EAGLEBURGER - - - - - Lawrence S. Eagleburger	Director
* W. R. HOWELL - - - - - W. R. Howell	Director
* RAY L. HUNT - - - - - Ray L. Hunt	Director
* AYLWIN B. LEWIS - - - - - Aylwin B. Lewis	Director
* J. LANDIS MARTIN - - - - - J. Landis Martin	Director
* JAY A. PRECOURT - - - - - Jay A. Precourt	Director
* DEBRA L. REED - - - - - Debra L. Reed	Director
* C. J. SILAS - - - - - C. J. Silas	Director
* /s/ SUSAN S. KEITH - - - - - Susan S. Keith, Attorney-in-fact	