

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>Brown James S</u><br><br>(Last) (First) (Middle)<br>1125 17TH STREET<br>SUITE 1900<br><br>(Street)<br>DENVER CO 80202<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>HALLIBURTON CO [ HAL ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President - Western Hemisphere</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>04/27/2015</u>        |   |
|  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                  |   |  |  |
| Common Stock                    | 04/27/2015                           |  | s                              |   | 29,026  | D          | \$48.54 <sup>(1)</sup> | 287,362.558 <sup>(2)</sup>  | D  |  |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Option to Buy Common Stock                 | \$40.75  |                                      |  |                                |   |  |     | 12/03/2014   | 12/03/2024      | Common Stock  | 59,500                                     | 59,500   | D   |  |
| Option to Buy Common Stock                 | \$50.62  |                                      |  |                                |   |  |     | 12/04/2013   | 12/04/2023      | Common Stock  | 45,500                                     | 45,500   | D   |  |
| Option to Buy Common Stock                 | \$33.5   |                                      |  |                                |   |  |     | 12/05/2012   | 12/05/2022      | Common Stock  | 56,900                                     | 56,900   | D   |  |
| Option to Buy Common Stock                 | \$35.67  |                                      |  |                                |   |  |     | 12/06/2011   | 12/06/2021      | Common Stock  | 43,700                                     | 43,700   | D   |  |
| Option to Buy Common Stock                 | \$39.19  |                                      |  |                                |   |  |     | 12/01/2010   | 12/01/2020      | Common Stock  | 26,100                                     | 26,100   | D   |  |

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.20 to \$48.85, 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 (1) to this Form 4.
- Includes 268.12 shares purchased in the ESPP for the period ended March 31, 2015.

**Remarks:**

Robert L. Hayter, by Power of Attorney 04/29/2015

\*\* Signature of Reporting Person Date

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

\* 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).

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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