

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person SMITH DAVID RICH			2. Issuer Name and Ticker or Trading Symbol HALLIBURTON CO [HAL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President - Tax			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2005						
HALLIBURTON COMPANY 2101 CITY WEST BLVD. BLDG., 1 STE. 200			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
HOUSTON	TX		77042						

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	08/10/2005		M		1,667	A	\$26.03	34,695	D	
Common Stock	08/10/2005		S		1,667	D	\$58.75	33,028	D	
Common Stock	08/10/2005		M		12,000	D	\$28.12	45,028	D	
Common Stock	08/10/2005		S		12,000	D	\$58.75	33,028	D	
Common Stock	08/10/2005		M		9,282	A	\$31.55	42,310	D	
Common Stock	08/10/2005		S		9,282	D	\$58.75	33,028	D	
Common Stock	08/10/2005		M		9,282	A	\$21.9	42,310	D	
Common Stock	08/10/2005		S		9,282	D	\$58.75	33,028	D	
Common Stock	08/10/2005		M		9,282	A	\$12.27	42,310	D	
Common Stock	08/10/2005		S		9,282	D	\$58.75	33,028	D	
Common Stock	08/10/2005		M		9,282	A	\$16.76	42,310	D	
Common Stock	08/10/2005		S		9,282	D	\$58.75	33,028	D	
Common Stock	08/11/2005		D		1.116 ⁽¹⁾	D	\$56.73	425.68	I	Master Trust

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	Title	Amount or Number of Shares				
Option to Buy Common Stock	\$26.03	08/10/2005		M		1,667		01/02/2004	01/02/2014	Common Stock	1,667	\$0	3,333	D	
Option to Buy Common Stock	\$28.125	08/10/2005		M		12,000		12/02/1999	12/02/2008	Common Stock	12,000	\$0	0	D	
Option to Buy Common Stock	\$31.55	08/10/2005		M		9,282		04/01/2003	07/19/2011	Common Stock	9,282	\$0	3,093	D	
Option to Buy Common Stock	\$21.9	08/10/2005		M		9,282		04/01/2003	10/01/2011	Common Stock	9,282	\$0	3,093	D	
Option to Buy Common Stock	\$12.27	08/10/2005		M		9,282		04/01/2003	01/02/2012	Common Stock	9,282	\$0	3,093	D	
Option to Buy Common Stock	\$16.76	08/10/2005		M		9,282		04/01/2003	04/01/2012	Common Stock	9,282	\$0	3,093	D	
Option to Buy Common Stock	\$38.61							12/02/2004	12/02/2014	Common Stock	2,400		2,400	D	
Option to Buy Common Stock	\$39.5							12/02/2000	12/02/2009	Common Stock	10,500		10,500	D	
Option to Buy Common Stock	\$39.55							02/23/2002	02/23/2011	Common Stock	10,500		10,500	D	
Option to Buy Common Stock	\$38.875							11/20/1998	11/20/2007	Common Stock	7,600		7,600	D	
Option to Buy Common Stock	\$38.125							01/15/1999	01/15/2008	Common Stock	8,411		8,411	D	
Option to Buy Common Stock	\$40.8125							01/15/2000	01/15/2008	Common Stock	8,410		8,410	D	
Option to Buy Common Stock	\$36.8125							07/15/1998	01/15/2008	Common Stock	8,411		8,411	D	

Explanation of Responses:

1. Reporting Person's beneficial interest in 425.68 shares of Halliburton Company Common Stock by the Halliburton Company Employee Benefit Master Trust No. 3, which shares are 100% vested.

Remarks:

Robert L. Hayter, by Power of Attorney

08/12/2005

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, do hereby constitute and appoint Margaret E. Carriere, Robert L. Hayter and Bruce A. Metzinger, or any of them, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect until such time that I am no longer a Section 16 Reporting Person, or until revoked by me in writing, or until such time as I shall be deemed to have died.
IN WITNESS WHEREOF, I hereto set my hand this 23rd day of May, 2005.

/s/ David R. Smith

David R. Smith