SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* CORNELISON ALBERT O JR (Last) (First) (Middle) HALLIBURTON COMPANY 1401 MCKINNEY STREET (Street) HOUSTON TX 77010 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol HALLIBURTON CO [HAL] 3. Date of Earliest Transaction (Month/Day/Year) 11/22/2004 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director __ 10% Owner X Officer (give title below) __ Other (specify below) **EVP and General Counsel** 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	11/22/2004		D		197[1]	D	$34.4	72,858	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	Title	Amount or Number of Shares				
Option to Buy Common Stock	$26.03							01/02/2004	01/02/2014	Common Stock	32,940		32,940	D	
Option to Buy Common Stock	$28.125							12/02/1999	12/02/2008	Common Stock	8,500		8,500	D	
Option to Buy Common Stock	$39.5							12/02/2000	12/02/2009	Common Stock	6,000		6,000	D	
Option to Buy Common Stock	$34.75							12/06/2001	12/06/2010	Common Stock	7,000		7,000	D	
Option to Buy Common Stock	$31.55							04/01/2003	07/19/2011	Common Stock	7,875		7,875	D	
Option to Buy Common Stcok	$38.875							11/20/1998	11/20/2007	Common Stock	3,600		3,600	D	

Explanation of Responses:

1. Shares transferred to Halliburton Company for payment for Federal Income Tax withholding obligations on lapse of restrictions on shares issued under the 1993 Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.

Remarks:

Michael A. Weberpal, by Power of Attorney	11/22/2004
** Signature of Reporting Person	Date