

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>LESAR DAVID J</b>  (Last) (First) (Middle) <b>1401 MCKINNEY</b> <b>SUITE 2400</b>  (Street) <b>HOUSTON TX 77010</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>HALLIBURTON CO [ HAL ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman, Pres. and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>04/24/2008</b>	
		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

**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	04/24/2008		S <sup>(1)</sup>		200	D	\$46.65	1,019,603	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		1,000	D	\$46.67	1,018,603	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		1,100	D	\$46.68	1,017,503	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		400	D	\$46.69	1,017,103	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		2,400	D	\$46.7	1,014,703	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		700	D	\$46.72	1,014,003	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		3,200	D	\$46.73	1,010,803	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		4,379	D	\$46.74	1,006,424	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		2,000	D	\$46.75	1,004,424	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		1,385	D	\$46.76	1,003,039	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		700	D	\$46.77	1,002,339	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		300	D	\$46.78	1,002,039	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		1,000	D	\$46.81	1,001,039	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		37	D	\$46.86	1,001,002	D	
Common Stock	04/24/2008		M		66,666	A	\$22.04	1,067,668	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		1,900	D	\$46.44	1,065,768	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		2,300	D	\$46.46	1,063,469	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		800	D	\$46.51	1,062,669	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		6,900	D	\$46.52	1,055,769	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		100	D	\$46.54	1,055,669	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		1,200	D	\$46.55	1,054,469	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		1,000	D	\$46.56	1,053,469	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		9,100	D	\$46.57	1,044,369	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		1,700	D	\$46.58	1,042,669	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		1,770	D	\$46.59	1,040,899	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		500	D	\$46.6	1,040,399	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		4,700	D	\$46.61	1,035,699	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		3,600	D	\$46.63	1,032,099	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		1,900	D	\$46.64	1,030,199	D	
Common Stock	04/24/2008		S <sup>(1)</sup>		1,200	D	\$46.65	1,028,999	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	\$19.31	04/24/2008		M			42,000	12/02/2004	12/02/2014	Common Stock	42,000	(2)	46,000	D	
Option to Buy Common Stock	\$22.04	04/24/2008		M			66,666	03/03/2005	03/03/2015	Common Stock	66,666	(2)	133,334	D	
Option to Buy Common Stock	\$36.9							12/05/2007	12/05/2017	Common Stock	110,700		110,700	D	
Option to Buy Common Stock	\$33.17							12/06/2006	12/06/2016	Common Stock	348,699		348,699	D	
Option to Buy Common Stock	\$32.39							12/07/2005	12/07/2015	Common Stock	180,000		180,000	D	

**Explanation of Responses:**

- The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 29, 2008.
- Options disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 29, 2008.

**Remarks:**

THIS FORM 4 IS THE 2ND OF 4 FORMS 4 BEING FILED TO REPORT TRANSACTIONS THAT OCCURRED ON APRIL 24, 2008.

Robert L. Hayter, by Power of Attorney      04/28/2008

\*\* 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.**