

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
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1. Name and Address of Reporting Person* <u>Lane Andrew R</u> (Last) (First) (Middle) 1401 MCKINNEY STREET SUITE 2400 (Street) HOUSTON TX 77010 (City) (State) (Zip)	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 Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Retired EVP and COO
	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2008	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/01/2008		s		100	D	\$33.55	178,197	D	
Common Stock	02/01/2008		s		200	D	\$33.545	177,997	D	
Common Stock	02/01/2008		s		400	D	\$33.54	177,597	D	
Common Stock	02/01/2008		s		100	D	\$33.539	177,497	D	
Common Stock	02/01/2008		s		200	D	\$33.53	177,297	D	
Common Stock	02/01/2008		s		2,500	D	\$33.52	174,797	D	
Common Stock	02/01/2008		s		100	D	\$33.515	174,697	D	
Common Stock	02/01/2008		s		2,600	D	\$33.51	172,097	D	
Common Stock	02/01/2008		s		200	D	\$33.505	171,897	D	
Common Stock	02/01/2008		s		14,737	D	\$33.5	157,160	D	
Common Stock	02/01/2008		s		1,200	D	\$33.495	155,960	D	
Common Stock	02/01/2008		s		7,600	D	\$33.49	155,200	D	
Common Stock	02/01/2008		s		2,800	D	\$33.485	152,400	D	
Common Stock	02/01/2008		s		1,100	D	\$33.48	151,300	D	
Common Stock	02/01/2008		s		2,800	D	\$33.47	148,500	D	
Common Stock	02/01/2008		s		200	D	\$33.465	148,300	D	
Common Stock	02/01/2008		s		800	D	\$33.46	147,500	D	
Common Stock	02/01/2008		s		600	D	\$33.45	146,900	D	
Common Stock	02/01/2008		s		800	D	\$33.44	146,100	D	
Common Stock	02/01/2008		s		100	D	\$33.435	146,000	D	
Common Stock	02/01/2008		s		4,100	D	\$33.43	141,800	D	
Common Stock	02/01/2008		s		700	D	\$33.429	141,100	D	
Common Stock	02/01/2008		s		200	D	\$33.425	140,900	D	
Common Stock	02/01/2008		s		300	D	\$33.42	140,600	D	
Common Stock	02/01/2008		s		300	D	\$33.41	140,300	D	
Common Stock	02/01/2008		s		100	D	\$33.405	140,200	D	
Common Stock	02/01/2008		s		7,100	D	\$33.4	133,100	D	
Common Stock	02/01/2008		s		400	D	\$33.395	132,700	D	
Common Stock	02/01/2008		s		4,700	D	\$33.39	128,000	D	

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	02/01/2008		S		1,300	D	\$33.385	126,700	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	\$33.17							12/06/2006	12/06/2016	Common Stock	55,000		55,000	D	
Option to Buy Common Stock	\$14.43							03/16/2004	03/16/2014	Common Stock	5,346		5,346	D	
Option to Buy Common Stock	\$19.31							12/02/2004	12/02/2014	Common Stock	25,200		25,200	D	
Option to Buy Common Stock	\$32.39							12/07/2005	12/07/2015	Common Stock	40,000		40,000	D	

Explanation of Responses:

Remarks:

1st of 2 Forms 4 filed on February 1, 2008, on behalf of Andrew R. Lane for transactions occurring on February 1, 2008.

Robert L. Hayter, by Power of Attorney 02/01/2008

** 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.

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