

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>SMITH DAVID RICH</u> _____ (Last) (First) (Middle) <u>HALLIBURTON COMPANY</u> <u>2101 CITY WEST BLVD. BLDG., 1 STE. 200</u> _____ (Street) <u>HOUSTON TX 77042</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>HALLIBURTON CO [HAL]</u>			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) <u>Vice President - Tax</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>12/02/2004</u>					
			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 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	12/02/2004		A		2,500 ⁽¹⁾	A	\$38.61 ⁽²⁾	33,028	D	
Common Stock	12/02/2004		A		0.301 ⁽³⁾	A	\$41.35	426.797	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	\$38.61	12/02/2004		A		2,400 ⁽⁴⁾		12/02/2004 ⁽⁵⁾	12/02/2014	Common Stock	2,400	\$38.61	2,400	D	
Option to Buy Common Stock	\$26.03							01/02/2004	01/02/2014	Common Stock	5,000		5,000	D	
Option to Buy Common Stock	\$28.125							12/02/1999	12/02/2008	Common Stock	12,000		12,000	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	\$31.55							04/01/2003	07/19/2011	Common Stock	12,375		12,375	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	\$21.9							04/01/2003	10/01/2011	Common Stock	12,375		12,375	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	\$38.8125							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	

**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	\$36.8125							07/15/1998	01/15/2008	Common Stock	8,411		8,411	D	
Option to Buy Common Stock	\$12.27							04/01/2003	01/02/2012	Common Stock	12,375		12,375	D	
Option to Buy Common Stock	\$16.76							04/01/2003	04/01/2012	Common Stock	12,375		12,375	D	

Explanation of Responses:

- Shares awarded pursuant to the Halliburton Company 1993 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- On December 2, 2004, the closing price of Halliburton Company Common Stock on the New York Stock Exchange was \$38.61.
- Reporting Person's beneficial interest in 426,797 shares of Halliburton Company Common Stock by the Halliburton Company Employee Benefit Master Trust No. 3, which shares are 100% vested.
- Stock Options awarded pursuant to the Halliburton Company 1993 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- The options granted become exercisable on each of the first, second and third anniversaries of the grant in cumulative increments of one-third each of the number of shares subject to the option.

Remarks:

Michael A. Weberpal, by Power 12/06/2004
of Attorney

** 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.