

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>CRANDALL ROBERT L</b><br><br>(Last) (First) (Middle)<br><b>5215 NORTH O'CONNOR BLVD., SUITE 1775</b><br><br>(Street)<br><b>IRVING TX 75039</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>HALLIBURTON CO [ HAL ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below)                          |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>04/30/2004</b>        |  |
|   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    |                                      |  |                                |   |   |            | 6,400 | 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 |  |  |   |  |
| Stock Equivalent Units                     | (I)  | 04/30/2004                           |  | A                              |   | 1,279.66 <sup>(2)</sup>  |     | (3)  | (3)             | Common Stock  | 1,279.66                   | (4)  | 36,392.84  | D   |  |
| Options to Buy Common Stock                | \$51.5   |                                      |  |                                |   |  |     | (5)  | 05/17/2010      | Common Stock  | 1,000                      |  | 1,000  | D   |  |
| Options to Buy Common Stock                | \$45.35  |                                      |  |                                |   |  |     | (5)  | 05/15/2011      | Common Stock  | 1,000                      |  | 1,000  | D   |  |
| Options to Buy Common Stock                | \$16.75  |                                      |  |                                |   |  |     | (5)  | 05/15/2012      | Common Stock  | 1,000                      |  | 1,000  | D   |  |

**Explanation of Responses:**

- The security converts to common stock on a one-for-one basis.
- Stock equivalents acquired under the Halliburton Company's Directors' Deferred Compensation Plan reported on a pro rata basis to reflect Issuer's Plan quarter. Said Plan is an ongoing securities acquisition plan.
- The stock equivalent units were accrued under the Company's Directors' Deferred Compensation Plan and are settled in the Company's common stock upon cessation as a director.
- On April 29, 2004, the closing price of Halliburton Company Common Stock on the New York Stock Exchange was \$30.26 per share.
- Options are exercisable six months after the date of grant.

**Remarks:**

Michael A. Weberpal, by Power of Attorney 05/03/2004

\*\* 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.