

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (date of earliest event reported)

APRIL 17, 2002

Halliburton Company  
(Exact name of registrant as specified in its charter)

State or other  
jurisdiction  
of incorporation

Commission  
File Number

IRS Employer  
Identification  
Number

Delaware

1-3492

No. 75-2677995

3600 Lincoln Plaza  
500 North Akard Street  
Dallas, Texas 75201-3391  
(Address of principal executive offices)

Registrant's telephone number,  
including area code - 214/978-2600

Page 1 of 6 Pages  
The Exhibit Index Appears on Page 4

INFORMATION TO BE INCLUDED IN REPORT

Item 4. Changes in Registrant's Certifying Accountant.

On April 17, 2002, upon the recommendation of Halliburton's Audit Committee, the Board of Directors approved the dismissal of Arthur Andersen LLP (Arthur Andersen) as Halliburton's independent auditors and the appointment of KPMG LLP to serve as the Company's independent auditors for the year ending December 31, 2002. The change in auditors is effective immediately.

Arthur Andersen's reports on Halliburton's consolidated financial statements for each of the years ended December 31, 2001 and 2000 did not contain an adverse opinion or disclaimer of opinion, nor were such reports qualified or modified as to uncertainty, audit scope or accounting principles.

During the years ended December 31, 2001 and 2000 and through the date hereof, there were no disagreements with Arthur Andersen on any matter of accounting principle or practice, financial statement disclosure, or auditing scope or procedure which, if not resolved to Arthur Andersen's satisfaction, would have caused them to make reference to the subject matter in connection with their report on Halliburton's consolidated financial statements for such years; and there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

Halliburton provided Arthur Andersen with a copy of the foregoing disclosures. Attached as Exhibit 16 is a copy of Arthur Andersen's letter, dated April 17, 2002, stating its agreement with such statements.

During the years ended December 31, 2001 and 2000 and through April 17, 2002, Halliburton did not consult KPMG LLP with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on Halliburton's consolidated financial statements, or any other matters or reportable events as set forth in Items 304(a)(2)(i) and (ii) of Regulation S-K.

Item 7. Financial Statements and Exhibits.

(c) Exhibits. The following exhibits are filed with this report:

Exhibit 16--Letter from Arthur Andersen LLP to the Securities and Exchange Commission dated April 17, 2002.



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HALLIBURTON COMPANY

Date: April 18, 2002

By: /s/ Susan S. Keith

-----  
Susan S. Keith  
Vice President and Secretary

Page 3 of 6 Pages  
The Exhibit Index Appears on Page 4

EXHIBIT INDEX

Exhibit	Description
16	Letter from Arthur Andersen LLP to the Securities and Exchange Commission dated April 17, 2002.
99	Press Release Dated April 17, 2002

Page 4 of 6 Pages  
The Exhibit Index Appears on Page 4

Office of Chief Accountant  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

April 17, 2002

Dear Sir or Madam:

We have read Item 4 included in the Form 8-K dated April 17, 2002, of Halliburton Company filed with the SEC and are in agreement with the statements contained therein.

Very truly yours,

ARTHUR ANDERSEN LLP

By  
Steve G. Scott

PLR

cc:  
Mr. Doug Foshee, Chief Financial Officer  
Halliburton Company

FOR IMMEDIATE RELEASE  
April 17, 2002

CONTACT: Wendy Hall  
Halliburton, Public Relations  
(713) 676-5227  
wendy.hall@halliburton.com

Cedric Burgher  
Halliburton, Investor Relations  
(713) 676-4608  
cedric.burgher@halliburton.com

HALLIBURTON NAMES KPMG LLP AS INDEPENDENT AUDITOR

DALLAS, Texas - Halliburton (NYSE: HAL) announced today that, effective immediately, its Board of Directors has appointed KPMG LLP as the company's independent auditors for 2002, replacing Arthur Andersen LLP. The change was based on the unanimous recommendation of the Audit Committee.

"For more than 50 years Andersen has provided Halliburton with outstanding audit services and adhered to a high standard of professionalism," said Dave Lesar, chairman, president and chief executive officer. "However, after a thorough evaluation process that reviewed several audit firms, the Board concluded that KPMG would bring the best combination of talent and experience to the auditing effort. We look forward to working with KPMG in the firm's new role as our independent auditors."

Halliburton, founded in 1919, is one of the world's largest providers of products and services to the petroleum and energy industries. The company serves its customers with a broad range of products and services through its Energy Services Group and Engineering and Construction Group business segments. The company's World Wide Web site can be accessed at [www.halliburton.com](http://www.halliburton.com).

###