

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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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

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| 1. Name and Address of Reporting Person* <u>Rainey Joe D</u> (Last) (First) (Middle) EMIRATES TOWER, 13TH FLOOR SHEIKH ZAYED ROAD, P.O. BOX 3111 (Street) DUBAI CO 00000 (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>Pres., Eastern Hemisphere</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/06/2011</u> | |
| | 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 | 12/06/2011 | | A | | 83,900 ⁽¹⁾ | A | \$35.57 ⁽²⁾ | 170,915.69 | 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 | \$35.57 | 12/06/2011 | | A | | 43,700 ⁽³⁾ | | 12/06/2011 ⁽⁴⁾ | 12/06/2021 | Common Stock | 43,700 | \$35.57 | 43,700 | D | |
| Option to Buy Common Stock | \$39.19 | | | | | | | 12/01/2010 | 12/01/2020 | Common Stock | 25,900 | | 25,900 | D | |
| Option to Buy Common Stock | \$14.43 | | | | | | | 03/16/2004 | 03/16/2014 | Common Stock | 5,080 | | 5,080 | D | |
| Option to Buy Common Stock | \$22.56 | | | | | | | 04/07/2005 | 04/07/2015 | Common Stock | 2,626 | | 2,626 | D | |
| Option to Buy Common Stock | \$33.03 | | | | | | | 01/06/2006 | 01/06/2016 | Common Stock | 3,800 | | 3,800 | D | |
| Option to Buy Common Stock | \$29.87 | | | | | | | 01/03/2007 | 01/03/2017 | Common Stock | 3,100 | | 3,100 | D | |
| Option to Buy Common Stock | \$38.01 | | | | | | | 01/04/2008 | 01/04/2018 | Common Stock | 4,000 | | 4,000 | D | |
| Option to Buy Common Stock | \$15.1 | | | | | | | 12/03/2008 | 12/03/2018 | Common Stock | 14,125 | | 14,125 | D | |
| Option to Buy Common Stock | \$30.09 | | | | | | | 01/01/2010 | 01/01/2020 | Common Stock | 10,800 | | 10,800 | D | |

Explanation of Responses:

- Shares awarded pursuant to the Halliburton Company Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- On December 6, 2011, the closing price of Halliburton Company's Common Stock on the New York Stock Exchange was \$35.57.
- Stock options awarded pursuant to the Halliburton Company 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:

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.