FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APP   | ROVAL   |
|-----------|---------|
| MR Number | 3235-02 |

| 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        |           |  |  |  |  |  |  |  |  |  |
|---------------------|-----------|--|--|--|--|--|--|--|--|--|
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| Estimated average b | urden     |  |  |  |  |  |  |  |  |  |
| hours per response: | 0.5       |  |  |  |  |  |  |  |  |  |

| (Last) (First) (Middle) RICE UNIVERSITY, 6100 MAIN STREET ROOM 274, BAKER HALL  (Street) HOUSTON TX 77005  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)    2. Transaction   2. Transaction   2. Transaction   2. Transaction   2. Transaction   2. Transaction   3. Transaction   3. Securities   3. Secu | 1. Name and Address of Reporting Person*  GILLIS STEPHEN MALCOLM |  |                |                  |  |                | 2. Issuer Name and Ticker or Trading Symbol HALLIBURTON CO [ HAL ] |                       |       |                                      |   |                        |       |               |                                       |   | k all applicable) Director  |  | ng Pe                           | g Person(s) to Issuer<br>10% Owner                                |             |
|--|--|--|----------------|------------------|--|----------------|--|-----------------------|-------|--------------------------------------|---|------------------------|-------|---------------|---------------------------------------|---|---|--|---------------------------------|---|-------------|
| A. If Amendment, Date of Original Filed (Month/Day/Year)   College   Colle   | RICE UN  | NIVERSITY  | 7, 6100 MAIN S | ,                |  |                |  |                       |       |                                      |   |                        |       |               |                                       |   | Officer (give title below)  |  |                                 | Other (specify below)   |             |
| Colty   (State)   (Zip)  | ROOM 274, BAKER HALL   |  |                |                  |  | 4. If          | 4. If Amendment, Date of Original Filed (Month/Day/Year)           |                       |       |                                      |   |                        |       |               |                                       | 6. Individual or Joint/Group Filing (Check Applicable Line)             |   |  |                                 |   |             |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date if any (Month/Day/Year)  Code V Amount (A) Or Disposed Of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(s) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  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)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Amount of Securities |  | ON TY  | ζ 7            | 77005            |  | -              |  |                       |       |                                      |   |                        |       |               | Form filed by More than One Reporting |   |   |  |                                 |   |             |
| 1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  5. Number of Expiration Date (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  8. Price of Derivative Securities Deneficially Owned (A) or Price (D) or Indirect (D) or  | (City)   | (St  | ate) (         | Zip)             |  |                |  |                       |       |                                      |   |                        |       |               |                                       |   |   |  |                                 |   |             |
| Date (Month/Day/Year)   Form: Direct (if any ( |  |  | Tabl           | e I - Nor        | n-Deriv  | /ative         | Se   | curitie               | s Acc | quired,                              | Dis   | posed o                | f, or | Bene          | efici                                 | ally (  | Owne  | ed   |                                 |   |             |
| Common Stock    O8/01/2006   A   2,965(1)   A   (2)   10,491(3)   D  | Date   |  |                |                  |  | Day/Year) if a |  | xecution Date,<br>any |       | Transaction Disposed Code (Instr. 5) |   |                        |       |               | 4 and S                               |   | Securities<br>Beneficially<br>Owned Following                     |  | Form: Direct<br>(D) or Indirect | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |             |
| 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)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  5. Number of Derivative Securities (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Securities Securities Underlying Derivative Securities Securities Securities (Instr. 3)  8. Price of Derivative Securities Securities (Month/Day/Year)  9. Number of derivative Securities Securities Securities Securities Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Amount or  Amount or   |  |  |                |                  |  |                |  |                       |       | Code                                 | v   | Amount                 |       | (A) or<br>(D) | )) or Price                           |   | Transa  | ction(s)   |                                 |   | (1113411 4) |
| (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  Price of Derivative Security S | Common   | Stock  |                |                  | 08/02  | 08/01/2006     |  |                       |       | A                                    |   | 2,965 <sup>(1)</sup> A |       | (2            | (2) 10,491(3)                         |   | ,491 <sup>(3)</sup>   |  | D                               |   |             |
| Derivative Security (Instr. 3)    Date   Conversion or Exercise (Instr. 3)   Price of Derivative Security   Securities   Securities |  |  | Та             |                  |  |                |  |                       |       |                                      |   |                        |       |               |                                       |   | ned   |  |                                 |   |             |
| Date Expiration of   | Derivative<br>Security   | ivative Conversion or Exercise (Month/Day/Year) Execution Date, if any (Month/Day/Year) Derivative |                | Transa<br>Code ( | ransaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 |                | rative<br>rities<br>ired<br>r<br>osed<br>)                         | Expiration Date       |       |                                      | Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr.<br>and 4) |                        |       | Deriv<br>Secu | Derivative<br>Security                | derivative Securities Beneficially Owned Following Reported Transaction | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                                 |   |             |

## **Explanation of Responses:**

- 1. 800 shares awarded pursuant to Halliburton Company's Restricted Stock Plan for Non-Employee Directors. 2,165 shares awarded pursuant to Halliburton Company's 1993 Stock and Incentive Plan.
- 2. On August 1, 2006, the closing price of Halliburton Company Common Stock on the New York Stock Exchange was \$33.73.
- 3. Amount of securities beneficially owned has been adjusted to reflect a 2-for-1 stock split on July 17, 2006.

## Remarks:

Robert L. Hayter, by Power of

08/02/2006

Date

Attorney

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.