
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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): August 1, 2012

HALLIBURTON COMPANY
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

1-3492
(Commission File Number)

No. 75-2677995
(IRS Employer Identification No.)

3000 N. Sam Houston Parkway E., Houston, Texas
(Address of Principal Executive Offices)

77032
(Zip Code)

(281) 871-2699
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

INFORMATION TO BE INCLUDED IN REPORT

Item 8.01. Other Events.

On July 9th, 2012, the 190th Judicial District Court of Harris County, Texas issued an order preliminarily approving the proposed settlement by and among Halliburton Company, the named plaintiff, and all named defendants in the shareholder derivative action entitled *Warner v. Lesar, et al.*, Cause No. 2011-09567 (Harris County District Court, 190th Judicial District, Texas) which case was filed in February 2011 alleging defendants, among other things, breached fiduciary duties of good faith and loyalty by failing to properly exercise oversight responsibilities and establish adequate internal controls, including controls and procedures related to cement testing and the communication of test results, as they relate to the Macondo well incident. A hearing to determine whether the court should issue an order of final approval of the settlement has been scheduled for Monday, October 1, 2012 at 4:00 p.m. in the 190th Judicial District Court, Harris County Civil Courthouse, 201 Caroline, 12th Floor, Houston, Harris County, Texas 77002. Pursuant to the court's order, any objections to the settlement must be filed in writing with the court no later than Friday, August 31, 2012.

Additional information concerning the terms of the proposed settlement, the October 1, 2012 hearing, and the requirements for objections can be found in the "NOTICE TO ALL PERSONS AND ENTITIES WHO HOLD OR BENEFICIALLY OWN COMMON STOCK OR OTHER SECURITIES OF HALLIBURTON COMPANY OF PROPOSED SETTLEMENT OF SHAREHOLDER DERIVATIVE ACTION AND OF SETTLEMENT HEARING" ("Publication Notice") attached hereto as Exhibit 99.1. The Publication Notice and the Stipulation of Settlement are available on Halliburton's Website.

Item 9.01. Financial Statements and Exhibits.

The exhibit listed below is filed herewith.

(d) Exhibits.

- | | |
|------|--|
| 99.1 | Notice to All Persons and Entities Who Hold or Beneficially Own Common Stock or other Securities of Halliburton Company of Proposed Settlement of Shareholder Derivative Action and of Settlement Hearing. |
|------|--|

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: August 1, 2012

By: /s/ Bruce A. Metzinger
Bruce A. Metzinger
Assistant Secretary

NOTICE TO ALL PERSONS AND ENTITIES WHO HOLD OR BENEFICIALLY OWN COMMON STOCK OR OTHER SECURITIES OF HALLIBURTON COMPANY OF PROPOSED SETTLEMENT OF SHAREHOLDER DERIVATIVE ACTION AND OF SETTLEMENT HEARING

HALLIBURTON SECURITIES HOLDERS ARE HEREBY NOTIFIED THAT A PENDING SHAREHOLDER DERIVATIVE ACTION BROUGHT ON BEHALF OF HALLIBURTON COMPANY HAS BEEN SETTLED. THIS NOTICE IS NOT AN EXPRESSION OF ANY OPINION BY THE TEXAS COURT IN WHICH THE PROCEEDING IS PENDING AS TO THE MERITS OF CLAIMS OR DEFENSES ASSERTED IN THE ACTION. THE STATEMENTS CONTAINED IN THIS NOTICE DO NOT CONSTITUTE FINDINGS OF THE TEXAS COURT.

Summary information regarding the action and the settlement is as follows:

Name of Case	Date of Settlement Hearing	Date Objections are Due
<i>Warner v. Lesar, et al.</i> , Cause No. 2011-09567 (Harris Cnty Dist. Ct, 190th Jud. Dist., Texas)	Monday, October 1, 2012, 4:00 p.m.	Friday, August 31, 2012

Please note that the Court may, in its discretion, change the date and/or time of the Settlement Hearing in the action without further notice to you.

The Court has entered a preliminary injunction (the full text of which is found in the Court's order preliminarily approving the settlement) barring and enjoining Halliburton's securities holders and Halliburton from taking certain actions relating to the claims and causes of action asserted in the action and the claims that will be released by the settlement agreement if the settlement is approved.

IF YOU WANT TO OBTAIN MORE INFORMATION REGARDING THE PENDING CASE (INCLUDING THE PETITION FILED IN THE ACTION), THE SETTLEMENT (INCLUDING A COPY OF THE SETTLEMENT AGREEMENT), YOUR RIGHTS UNDER THE SETTLEMENT, THE PRELIMINARY INJUNCTION OR ANY OTHER INFORMATION RELATING TO THE ACTION OR THE SETTLEMENT, YOU CAN REVIEW THE SETTLEMENT AGREEMENT FILED WITH THE COURT AT <http://www.robbinsumeda.com/notices.html> or AT <http://www.halliburton.com>. YOU CAN ALSO CONTACT THE PETITIONER'S COUNSEL BY TELEPHONE TOLL-FREE AT 1-800-350-6003. PLEASE DO NOT CONTACT THE COURT ABOUT THE SETTLEMENT AGREEMENT.