

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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| 1. Name and Address of Reporting Person* <u>Pope Lawrence J</u> (Last) (First) (Middle) 1401 MCKINNEY STREET SUITE 2400 (Street) HOUSTON TX 77010 (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>Vice Pres, HR and Admin</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2008</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 | 05/07/2008 | | M | | 2,134 | A | \$19.78 | 82,012.57 | D | |
| Common Stock | 05/07/2008 | | S ⁽¹⁾ | | 2,134 | D | \$47.06 | 79,878.57 | D | |
| Common Stock | 05/07/2008 | | M | | 866 | A | \$15.78 | 80,744.57 | D | |
| Common Stock | 05/07/2008 | | S ⁽¹⁾ | | 866 | D | \$47.06 | 79,878.57 | D | |
| Common Stock | 05/07/2008 | | S ⁽¹⁾ | | 2,000 | D | \$47.06 | 77,878.57 | 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 |
| Option to Buy Common Stock | \$19.78 | 05/07/2008 | | M | | | 2,134 | 02/23/2001 | 02/23/2011 | Common Stock | 2,134 | (2) | 0 | D | |
| Option to Buy Common Stock | \$15.78 | 05/07/2008 | | M | | | 866 | 07/19/2001 | 07/19/2011 | Common Stock | 866 | (2) | 9,484 | D | |
| Option to Buy Common Stock | \$36.9 | | | | | | | 12/05/2007 | 12/05/2017 | Common Stock | 9,100 | | 9,100 | D | |
| Option to Buy Common Stock | \$33.17 | | | | | | | 12/06/2006 | 12/06/2016 | Common Stock | 10,400 | | 10,400 | D | |
| Option to Buy Common Stock | \$14.43 | | | | | | | 03/16/2004 | 03/16/2014 | Common Stock | 13,900 | | 13,900 | D | |
| Option to Buy Common Stock | \$20.89 | | | | | | | 02/17/2005 | 02/17/2015 | Common Stock | 12,000 | | 12,000 | D | |
| Option to Buy Common Stock | \$32.39 | | | | | | | 12/07/2005 | 12/07/2015 | Common Stock | 7,000 | | 7,000 | D | |

Explanation of Responses:

- The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 12, 2007.
- Options were disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by Reporting Person on December 12, 2007.

Remarks:

Robert L. Hayter, by Power of Attorney 05/08/2008

** 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.