

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* LESAR DAVID J _____ (Last) (First) (Middle) 1401 MCKINNEY SUITE 2400 _____ (Street) HOUSTON TX 77010 _____ (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol HALLIBURTON CO [HAL] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, Pres. and CEO | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/02/2006 | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | | | |

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 | 02/02/2006 | | M | | 42,100 | A | \$39.5 | 712,092.48 | D | |
| Common Stock | 02/02/2006 | | S ⁽¹⁾ | | 42,100 | D | \$78.4 | 669,992.48 | D | |
| Common Stock | 02/02/2006 | | M | | 25,000 | A | \$51.5 | 694,992.48 | D | |
| Common Stock | 02/02/2006 | | S ⁽¹⁾ | | 25,000 | D | \$78.4 | 669,992.48 | D | |
| Common Stock | | | | | | | | 20,000 | I | Partnership |

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 | \$39.5 | 02/02/2006 | | M | | | 42,100 | 12/02/2000 | 12/02/2009 | Common Stock | 42,100 | (2) | 0 | D | |
| Option to Buy Common Stock | \$51.5 | 02/02/2006 | | M | | | 25,000 | 09/14/2001 | 09/14/2010 | Common Stock | 25,000 | (2) | 115,000 | D | |
| Option to Buy Common Stock | \$31.55 | | | | | | | 04/01/2003 | 07/19/2011 | Common Stock | 38,602 | | 38,602 | D | |
| Option to Buy Common Stock | \$26.03 | | | | | | | 01/02/2004 | 01/02/2014 | Common Stock | 33,333 | | 33,333 | D | |
| Option to Buy Common Stock | \$64.78 | | | | | | | 12/07/2005 | 12/07/2015 | Common Stock | 90,000 | | 90,000 | D | |
| Option to Buy Common Stock | \$44.08 | | | | | | | 03/03/2005 | 03/03/2015 | Common Stock | 100,000 | | 100,000 | D | |
| Option to Buy Common Stock | \$38.61 | | | | | | | 12/02/2004 | 12/02/2014 | Common Stock | 69,000 | | 69,000 | D | |

Explanation of Responses:

- The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 2, 2005.
- Options disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 2, 2005.

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.