

| OMB APPROVAL                                 |           |
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| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**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

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>Brown James S</u><br><br>(Last) (First) (Middle)<br>1125 17TH STREET<br>SUITE 1900<br><br>(Street)<br>DENVER CO 80202<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>HALLIBURTON CO [ HAL ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President - Western Hemisphere</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>10/07/2008</u>        |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 10/07/2008                           |  | A                              |   | 68,838 <sup>(1)(2)</sup> | A   | \$21.79                | 124,420.12 | D   |  |   |
| Common Stock                    | 12/02/2008                           |  | A                              |   | 145,276 <sup>(1)</sup>   | A   | \$15.42 <sup>(3)</sup> | 269,696.12 | 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                 | \$15.42  | 12/02/2008                           |  | A                              |   | 49,700 <sup>(4)</sup>  |     | 12/02/2008 <sup>(5)</sup>                                | 12/02/2018      | Common Stock  | 49,700                     | \$15.42                                    | 49,700   | D   |  |
| Option to Buy Common Stock                 | \$35.67  |                                      |  |                                |   |  |     | 02/13/2008   | 02/13/2018      | Common Stock  | 10,000                     |  | 10,000   | D   |  |
| Option to Buy Common Stock                 | \$22.55  |                                      |  |                                |   |  |     | 04/07/2005   | 04/07/2015      | Common Stock  | 2,193                      |  | 2,193  | D   |  |
| Option to Buy Common Stock                 | \$33.02  |                                      |  |                                |   |  |     | 01/06/2006   | 01/06/2016      | Common Stock  | 6,000                      |  | 6,000  | D   |  |
| Option to Buy Common Stock                 | \$29.97  |                                      |  |                                |   |  |     | 01/03/2007   | 01/03/2017      | Common Stock  | 13,400                     |  | 13,400   | D   |  |

**Explanation of Responses:**

- Shares awarded pursuant to the Halliburton Company 1993 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- Due to an administrative oversight, this award was inadvertently not reported when it occurred.
- On December 2, 2008 the closing price of Halliburton Company Common Stock on the New York Stock Exchange was \$15.42.
- Stock options awarded pursuant to the Halliburton Company 1993 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- The options awarded become exercisable on each of the first, second and third anniversaries of the grant in cumulative increments on one-third each of the number of shares subject to the grant.

**Remarks:**

Robert L. Hayter, by Power of Attorney 12/04/2008

\*\* 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.