

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

1. Name and Address of Reporting Person * <b>LESAR DAVID J</b>  (Last) (First) (Middle) <b>1401 MCKINNEY</b> <b>SUITE 2400</b>  (Street) <b>HOUSTON TX 77010</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>HALLIBURTON CO [ HAL ]</b>	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) <b>Chairman, Pres. and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/23/2004</b>	
	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	11/23/2004		D		2,814 <sup>(1)</sup>	D	\$33.2	749,096	D	
Common Stock	11/23/2004		D		8,689 <sup>(1)</sup>	D	\$34.4	740,407	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					
Option to Buy Common Stock	\$26.03							01/02/2004	01/02/2014	Common Stock	100,000	100,000	D	
Option to Buy Common Stock	\$22.75							12/06/1996	12/06/2005	Common Stock	50,000	50,000	D	
Option to Buy Common Stock	\$26.437							02/14/1997	02/14/2006	Common Stock	30,000	30,000	D	
Option to Buy Common Stock	\$29.56							12/04/1997	12/04/2006	Common Stock	80,000	80,000	D	
Option to Buy Common Stock	\$54.5							12/03/1998	12/03/2007	Common Stock	60,000	60,000	D	
Option to Buy Common Stock	\$28.125							12/02/1999	12/02/2008	Common Stock	65,000	65,000	D	
Option to Buy Common Stock	\$39.5							12/02/2000	12/02/2009	Common Stock	260,100	260,100	D	
Option to Buy Common Stock	\$51.5							09/14/2001	09/14/2010	Common Stock	300,000	300,000	D	
Option to Buy Common Stock	\$31.55							04/01/2003	07/19/2011	Common Stock	154,408	154,408	D	

**Explanation of Responses:**

1. Shares transferred to Halliburton Company for payment for Federal Income Tax withholding obligations on lapse of restrictions on shares issued under the 1993 Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.

**Remarks:**

Michael A. Weberpal, by  
Power of Attorney

11/23/2004

\*\* 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.**