

**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>			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>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/02/2008</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>1401 MCKINNEY STREET</u> <u>SUITE 2400</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>HOUSTON TX 77010</u>							
(City)	(State)	(Zip)						

**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	07/02/2008		M		3,000	A	\$15.78	78,878.57	D	
Common Stock	07/02/2008		S <sup>(1)</sup>		3,000	D	\$54.25	75,878.57	D	
Common Stock	07/02/2008		S <sup>(1)</sup>		2,000	D	\$54.25	73,878.57	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					
Option to Buy Common Stock	\$15.78	07/02/2008		M			3,000	07/19/2001	07/19/2011	Common Stock 3,000	(2)	3,484	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 07/03/2008

\*\* 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.**