

**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* <u>LESAR DAVID J</u> _____ (Last) (First) (Middle) <u>1401 MCKINNEY</u> <u>SUITE 2400</u> _____ (Street) <u>HOUSTON TX 77010</u> _____ (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, Pres. and CEO</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2006</u>					
			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	03/02/2006		D		700 <sup>(1)</sup>	D	\$70.61	669,292.48	D	
Common Stock	03/02/2006		M		10,000	A	\$51.5	679,292.48	D	
Common Stock	03/02/2006		S <sup>(2)</sup>		10,000	D	\$69.75	669,292.48	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	\$51.5	03/02/2006		M			10,000	09/14/2001	09/14/2011	Common Stock	10,000	<sup>(3)</sup>	45,000	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:**

- 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.
- 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:**

Robert L. Hayter

03/03/2006

\*\* 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.**