

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

**Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): December 15, 2005

HALLIBURTON COMPANY
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

1-3492
(Commission File Number)

No. 75-2677995
(IRS Employer Identification No.)

1401 McKinney, Suite 2400, Houston, Texas
(Address of Principal Executive Offices)

77010
(Zip Code)

(713) 759-2600
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

INFORMATION TO BE INCLUDED IN REPORT

Item 3.03. Material Modifications to Rights of Security Holders

On December 15, 2005, the "Final Expiration Date" occurred under the Restated Rights Agreement between Halliburton Company and ChaseMellon Shareholder Services L.L.C. dated as of December 1, 1996.

On September 8, 2005, the Board of Directors of the Company adopted the following policy statement effective upon the termination of the Rights Agreement at the close of business on December 15, 2005:

"The Company does not have a "poison pill" or stockholder rights plan.

"If the Company were to adopt a stockholder rights plan, the Board would seek prior stockholder approval of the plan unless, due to timing constraints or other reasons, a majority of independent directors of the Board determines that it would be in the best interests of stockholders for the Board to adopt a plan before obtaining stockholder approval.

"If a stockholder rights plan is adopted without prior stockholder approval, the plan must either be ratified by stockholders or must expire, without being renewed or replaced, within one year.

“The Nominating and Corporate Governance Committee shall review this policy statement periodically and report to the Board on any recommendations it may have concerning the policy.”

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As a consequence of the expiration of the Rights Agreement, as described above under Item 3.03, the Company on December 19, 2005 filed a Certificate of Elimination with the Secretary of State of the State of Delaware effecting the elimination of the Certificate of Designation, Rights and Preferences with respect to the Company’s Series A Junior Participating Preferred Stock.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

4.1 Certificate of Elimination with respect to Series A Junior Participating Preferred Stock.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HALLIBURTON COMPANY

Date: December 19, 2005

By: /s/ Margaret E. Carriere
Margaret E. Carriere
Senior Vice President and Secretary

EXHIBIT INDEX

4.1 Certificate of Elimination with respect to Series A Junior Participating Preferred Stock.

CERTIFICATE ELIMINATING
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK
OF
HALLIBURTON COMPANY

The undersigned, Margaret E. Carriere, does hereby certify that:

1. The undersigned is the duly elected and acting Senior Vice President and Secretary of Halliburton Company, a Delaware corporation (the "Company").

2. Pursuant to authority conferred upon the Board of Directors of the Company by the Certificate of Incorporation of the Company, on September 8, 2005 the Board of Directors of the Company adopted the following resolutions by a unanimous vote, which resolutions relate to the previously-issued dividend of one right (each, a "Right" and collectively, the "Rights") in respect of each share of Common Stock, par value \$2.50 per share, of the Company to purchase shares of Series A Junior Participating Preferred Stock, without par value, of the Company ("Series A Preferred Stock") pursuant to a Rights Agreement, dated as of December 1, 1996 (the "Rights Agreement"), between the Company and ChaseMellon Shareholder Services L.L.C., each such Right representing the right to purchase one two-hundredth of a share of Series A Preferred Stock upon the terms and subject to the conditions set forth in the Rights Agreement:

"WHEREAS, the Board has determined that it would be desirable and in the best interests of the Company and its stockholders to eliminate the Series A Preferred Stock issuable upon the exercise of the Rights

NOW, THEREFORE, BE IT:

"RESOLVED, that the Company be, and hereby is, authorized and directed to file with the Secretary of State of the State of Delaware a certificate containing these resolutions, with the effect under the General Corporation Law of the State of Delaware of eliminating from the Certificate of Incorporation of this Company all matters set forth in the Certificate of Designation with respect to the Series A Preferred Stock; and be it further

"RESOLVED, that the Authorized Officers of the Corporation be, and each of them hereby is, authorized and directed for and on behalf of the Company, to execute and deliver any and all certificates, agreements, instruments and other documents, and to take any and all steps and do any and all things which they may deem necessary or advisable in order to effectuate the purposes of each and all of the foregoing resolutions; and be it further

"RESOLVED, that the Authorized Officers for purposes of these resolutions shall be the Executive Vice President and General Counsel, the Senior Vice President and Secretary and the Assistant Secretary and Assistant General Counsel of the Company."

3. I further declare under penalty of perjury that the matters set forth in this Certificate are true and correct of my own knowledge.

This Certificate was executed in Houston, Texas on December 16, 2005.

HALLIBURTON COMPANY

By: /s/ Margaret E. Carriere
Name: Margaret E. Carriere
Title: Senior Vice President and Secretary