

**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
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1. Name and Address of Reporting Person* <u>REED DEBRA L</u>  (Last) (First) (Middle) <u>SAN DIEGO GAS &amp; ELECTRIC</u> <u>8330 CENTURY PARK COURT</u>  (Street) <u>SAN DIEGO CA 92123</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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	08/01/2006		A		2,965 <sup>(1)</sup>	A	(2)	15,291 <sup>(3)</sup>	D	
Common Stock								500 <sup>(4)</sup>	I	Spouse's Retirement Account

**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	\$22.68 <sup>(5)</sup>							(6)	05/15/2011	Common Stock	10,000 <sup>(7)</sup>	10,000 <sup>(7)</sup>	D	
Option to Buy Common Stock	\$8.38 <sup>(5)</sup>							(6)	05/15/2012	Common Stock	4,000 <sup>(7)</sup>	4,000 <sup>(7)</sup>	D	

**Explanation of Responses:**

- 800 shares awarded pursuant to Halliburton Company's Restricted Stock Plan for Non-Employee Directors. 2,165 shares awarded pursuant to Halliburton Company's 1993 Stock and Incentive Plan.
- On August 1, 2006, the closing price of Halliburton Company Common Stock on the New York Stock Exchange was \$33.73.
- Amount of securities beneficially owned has been adjusted to reflect a 2-for-1 stock split on July 17, 2006.
- Amount of securities owned indirectly has been adjusted to reflect a 2-for-1 stock split on July 17, 2006.
- Exercise price has been adjusted to reflect a 2-for-1 stock split on July 17, 2006.
- Options are exercisable six months after the date of grant.
- The number of derivative securities has been adjusted to reflect a 2-for-1 stock split on July 17, 2006.

**Remarks:**

Robert L. Hayter, by Power of Attorney 08/03/2006

\*\* 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.