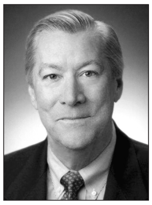
HALLIBURTON

Notice of Annual Meeting of Stockholders
2016 Proxy Statement
2015 Annual Report on Form 10-K

Wednesday, May 18, 2016 at 9:00 a.m. Central Daylight Time

3000 N. Sam Houston Parkway East, Life Center - Auditorium, Houston, Texas 77032

HALLIBURTON



To Our Valued Stockholders:

Delivering superior value for our customers, employees and stockholders is Halliburton's primary objective, and we are committed to excellence in innovation, collaboration and execution — our most powerful tools for achieving it.

We have taken confident steps to expand our capabilities and drive our growth, and our goals for maximizing the long-term prospects for our business are both smart and bold. In 2015, we outperformed the market and our peer group in both North America and international revenue by executing on our key strategies around unconventionals, mature fields and deepwater. However, 2015 was a very challenging year for the industry, as reduced commodity prices created widespread pricing pressure and activity reductions for Halliburton on a global basis. While the intensity and duration of the current market downturn is uncertain, we are continuing to execute on our two-pronged strategy in the downturn. The first part is to control what we can control in the short term, and the second is to look beyond the cycle and prepare for the recovery.

The coming year continues to present a challenging market environment; however, our management team has handled previous downturns successfully, and we intend to emerge from this cycle strong and well prepared when the market rebounds.

Our stockholders play a key role in our ongoing success and we gratefully acknowledge the confidence you continue to place in Halliburton.

I am pleased to invite you to attend the Annual Meeting of Stockholders of Halliburton Company. The meeting will be held on Wednesday, May 18, 2016, at 9:00 a.m. Central Daylight Time. The location will be our corporate office at 3000 N. Sam Houston Parkway East, Life Center - Auditorium, Houston, Texas.

Please refer to the proxy statement for detailed information on each of the proposals presented this year.

It is imperative that your shares be represented and voted at the meeting. If you attend the meeting, you may vote in person even if you have previously voted.

We appreciate your continuing interest in the business of Halliburton and we hope you will be able to attend the Annual Meeting.

Sincerely,

David J. Lesar
Chairman of the Board
and Chief Executive Officer
April 5, 2016

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Proxy Statement Summary

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting. Page references are supplied to help you find further information in this proxy statement.

Eligibility to Vote (page 2)

You can vote if you were a stockholder of record at the close of business on March 21, 2016.

How to Cast Your Vote (page 2)

You can vote by any of the following methods:

- Internet (www.envisionreports.com/HAL) until 1:00 a.m. Eastern Daylight Time on May 18, 2016;
- Telephone until 1:00 a.m. Eastern Daylight Time on May 18, 2016;
- Completing, signing and returning your proxy or voting instruction card before May 18, 2016; or
- In person, at the annual meeting: If you are a stockholder of record, we have a record of your ownership. If your shares are held in the name of a broker, nominee or other intermediary, you must bring proof of ownership with you to the meeting.

Auditors (page 19)

As a matter of good corporate governance, we are asking our stockholders to ratify the selection of KPMG LLP as our principal independent public accountants for 2016.

Voting matters (pages 10, 19, 22)

	Board Vote Recommendation	Page Reference (for more detail)
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- Related Persons Transactions Policy

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Board Nominees (page 10)

Name	Age	Director since	Occupation	Independent (Yes/No)	Committee Memberships	Other Company Boards
Abdulaziz F. Al Khayyal	62	2014	Retired Senior Vice President, Industrial Relations, Saudi Aramco	Yes	• Health, Safety and Environment • Nominating and Corporate Governance	
Alan M. Bennett	65	2006	Retired President and CEO of H & R Block	Yes	• Audit (Chair) • Nominating and Corporate Governance	• Fluor Corporation • TJX Companies, Inc.
James R. Boyd	69	2006	Retired Chairman of the Board of Arch Coal, Inc.	Yes	• Audit • Compensation (Chair)	
Milton Carroll	65	2006	Executive Chairman of the Board of CenterPoint Energy, Inc.	Yes	• Compensation • Nominating and Corporate Governance	• Western Gas Holdings, LLC • LyondellBasell Industries
Nance K. Dicciani	68	2009	Chair of the Board and Interim Co-Principal Executive Officer of AgroFresh Solutions, Inc.	Yes	• Audit • Health, Safety and Environment	• Praxair, Inc. • LyondellBasell Industries
Murry S. Gerber	63	2012	Retired Executive Chairman of the Board of EQT Corporation	Yes	• Audit • Compensation	• BlackRock, Inc. • United States Steel Corporation
José C. Grubisich	59	2013	Chief Executive Officer of Eldorado Brasil Celulose	Yes	• Audit • Health, Safety and Environment	• Vallourec S.A.
David J. Lesar (Chairman)	62	2000	Chairman of the Board and CEO of Halliburton	No		
Robert A. Malone	64	2009	Executive Chairman, President and Chief Executive Officer of First Sonora Bancshares, Inc.	Yes	• Compensation • Health, Safety and Environment (Chair)	• Peabody Energy Company • Teledyne Technologies Incorporated
J. Landis Martin (Lead Director)	70	1998	Founder of Platte River Equity	Yes	• Health, Safety and Environment • Nominating and Corporate Governance	• Lead Director of Apartment Investment and Management Company • Chairman of Crown Castle International Corporation • Lead Director of Intrepid Potash, Inc.
Jeffrey A. Miller	52	2014	President of Halliburton	No		• Atwood Oceanics, Inc.
Debra L. Reed	59	2001	Chairman of the Board and CEO of Sempra Energy	Yes	• Compensation • Nominating and Corporate Governance (Chair)	• Caterpillar

Named Executive Officers (page 23)

Name	Age	Occupation	Since
David J. Lesar	62	Chairman of the Board and Chief Executive Officer	2000
Christian A. Garcia	52	Senior Vice President, Finance and Acting Chief Financial Officer	2015
James S. Brown	61	President - Western Hemisphere	2008
Jeffrey A. Miller	52	President	2012
Joe D. Rainey	59	President - Eastern Hemisphere	2011

2015 Overview

(For more detail please see Form 10-K.)

- We outperformed our peer group in 2015 in both North America and international revenue.
- We generated $23.6 billion of revenue during 2015, a 28% decrease from 2014 as a result of the depressed crude oil pricing environment and its corresponding negative impact on activity and pricing.
- As a result of the downturn in the energy market and its corresponding impact on the our business outlook, during 2015 we recorded company-wide charges related primarily to asset write-offs and severance costs of approximately $2.2 billion to help reduce our cost structure to mitigate the current market conditions.
- In November 2015, we issued $7.5 billion aggregate principal amount of senior notes with the intention of using the net proceeds to finance a portion of the cash consideration of the pending Baker Hughes acquisition.

Executive Compensation

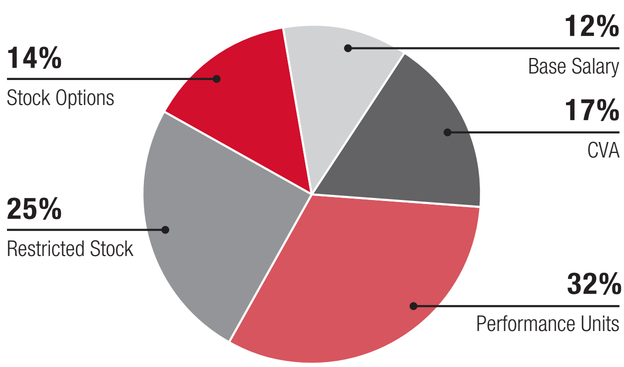
Objectives (page 24)

Our executive compensation program is composed of base salary, short-term incentives, and long-term incentives and is designed to achieve the following objectives:

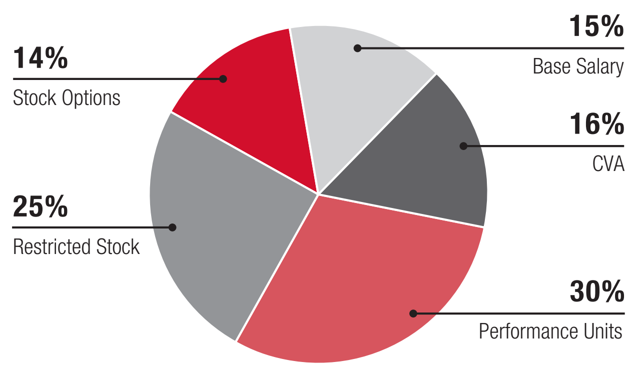
- Provide a clear and direct relationship between executive pay and our performance on both a short-term and long-term basis;
- Emphasize operating performance drivers;
- Link executive pay to measures that drive stockholder value;
- Support our business strategies; and
- Maximize the return on our human resource investment.

2015 Executive Total Compensation Mix (page 26)

CEO COMPENSATION MIX



OTHER NEO COMPENSATION MIX



2015 Executive Compensation Summary (page 38)

Name	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
David J. Lesar	1,660,000	0	3,867,735	2,103,341	5,999,513	299,127	1,941,613	**15,871,329**
Christian A. Garcia	439,875	0	701,100	381,669	217,564	8,489	363,494	**2,112,191**
James S. Brown	879,750	0	1,281,455	697,943	1,634,785	101,969	1,360,886	**5,956,788**
Jeffrey A. Miller	977,500	0	2,169,515	1,179,488	2,218,718	30,615	1,084,536	**7,660,372**
Joe D. Rainey	816,212	0	1,281,455	697,943	1,634,785	75,712	2,720,300	**7,226,407**

HALLIBURTON

Notice of Annual Meeting of Stockholders to be held May 18, 2016

Halliburton Company, a Delaware corporation, will hold its Annual Meeting of Stockholders on Wednesday, May 18, 2016 at 9:00 a.m. Central Daylight Time at its corporate office at 3000 N. Sam Houston Parkway East, Life Center - Auditorium, Houston, Texas 77032. At the meeting, the stockholders will be asked to consider and act upon the matters discussed in the attached proxy statement as follows:

1. To elect the twelve nominees named in the attached proxy statement as Directors to serve for the ensuing year and until their successors shall be elected and shall qualify.
2. To consider and act upon a proposal to ratify the appointment of KPMG LLP as principal independent public accountants to examine the financial statements and books and records of Halliburton for the year ending December 31, 2016.
3. To consider and act upon advisory approval of our executive compensation.
4. To transact any other business that properly comes before the meeting or any adjournment or adjournments of the meeting.

These items are fully described in the following pages, which are made a part of this Notice. The Board of Directors has set the close of business on Monday, March 21, 2016 as the record date for the determination of stockholders entitled to notice of and to vote at the meeting and at any adjournment of the meeting.

INTERNET AVAILABILITY OF PROXY MATERIALS

On or about April 5, 2016, we mailed our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our 2016 proxy statement and 2015 Annual Report on Form 10-K and how to vote online. The notice also provides instruction on how you can request a paper copy of these documents if you desire. If you received your annual materials via email, the email contains voting instructions and links to the proxy statement and Form 10-K on the Internet.

IF YOU PLAN TO ATTEND

Attendance at the meeting is limited to stockholders and one guest each. Admission will be on a first-come, first-served basis. Registration will begin at 8:00 a.m., and the meeting will begin at 9:00 a.m. Each stockholder holding stock in a brokerage account will need to bring a copy of a brokerage statement reflecting stock ownership as of the record date. Please note that you will be asked to present valid picture identification, such as a driver's license or passport.

April 5, 2016

By order of the Board of Directors,

Robb L. Voyles
Executive Vice President, Secretary and General Counsel

You are urged to vote your shares as promptly as possible by following the voting instructions in the Notice of Internet Availability of Proxy Materials.

GENERAL INFORMATION

We are providing these proxy materials to you in connection with the solicitation by the Board of Directors of Halliburton Company, or the Board, of proxies to be voted at our 2016 Annual Meeting of Stockholders and at any adjournment or postponement of the meeting. By executing and returning the enclosed proxy, by following the enclosed voting instructions or by voting via the Internet or by telephone, you authorize the persons named in the proxy to represent you and vote your shares on the matters described in the Notice of Annual Meeting.

The Notice of Internet Availability of Proxy Materials is being sent to stockholders on or about April 5, 2016. Our Annual Report on Form 10-K, including financial statements, for the fiscal year ended December 31, 2015 accompanies this proxy statement. The Annual Report on Form 10-K shall not be considered as a part of the proxy solicitation material or as having been incorporated by reference.

Subject to space availability, all stockholders as of the record date, or their duly appointed proxies, may attend the Annual Meeting, and each may be accompanied by one guest. Admission to the Annual Meeting will be on a first-come, first-served basis. Registration will begin at 8:00 a.m., and the Annual Meeting will begin at 9:00 a.m. Please note that we will ask you to present valid picture identification, such as a driver's license or passport, when you check in at the registration desk.

If you hold your shares in "street name" (that is, through a broker or other nominee), you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the record date.

You may not bring cameras, recording equipment, electronic devices, large bags, briefcases or packages into the Annual Meeting.

If you attend the Annual Meeting, you may vote in person. If you are not present, you can only vote your shares if you have voted via the Internet, by telephone or returned a properly executed proxy; in these cases, your shares will be voted as you specify. If you return a properly executed proxy and do not specify a vote, your shares will be voted in accordance with the recommendations of the Board. You may revoke the authorization given in your proxy at any time before the shares are voted at the Annual Meeting.

The record date for determination of the stockholders entitled to vote at the Annual Meeting is the close of business on March 21, 2016. Our common stock, par value $2.50 per share, is our only class of capital stock that is outstanding. As of March 21, 2016, there were 858,517,672 shares of our common stock outstanding. Each of our outstanding shares of common stock is entitled to one vote on each matter submitted to the stockholders for a vote at the Annual Meeting. We will keep a complete list of stockholders entitled to vote at our principal executive office for ten days before, and will also have the list available at, the Annual Meeting. Our principal executive office is located at 3000 N. Sam Houston Parkway East, Administration Building, Houston, Texas 77032.

Votes cast by proxy or in person at the Annual Meeting will be counted by the persons we appoint to act as election inspectors for the Annual Meeting. Except as set forth below, the affirmative vote of the majority of shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the subject matter will be the act of the stockholders. Shares for which a stockholder has elected to abstain on a matter will count for purposes of determining the presence of a quorum and, except as set forth below, will have the effect of a vote against the matter.

Each Director shall be elected by the vote of the majority of the votes cast, provided that if the number of nominees exceeds the number of Directors to be elected and any stockholder-proposed nominee has not been withdrawn before the tenth (10th) day preceding the day we mail the Notice of Internet Availability of Proxy Materials to stockholders for the Annual Meeting, the Directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at the Annual Meeting and entitled to vote on the election of Directors. A majority of the votes cast means that the number of shares voted "for" a Director must exceed the number of votes cast "against" that Director; we will not count abstentions. As a condition to being nominated by the Board for continued service as a Director, each Director nominee has signed and delivered to the Board an irrevocable letter of resignation limited to and conditioned on that Director failing to achieve a majority of the votes cast at an election where Directors are elected by majority vote. For any Director nominee who fails to be elected by a majority of votes cast, where Directors are elected by majority vote, his or her irrevocable letter of resignation will be deemed tendered on the date the election results are certified. Such resignation shall only be effective upon acceptance by the Board.

The election inspectors will treat broker non-vote shares, which are shares held in street name that cannot be voted by a broker on specific matters in the absence of instructions from the beneficial owner of the shares, as shares that are present and entitled to vote for purposes of determining the presence of a quorum. In determining the outcome of any matter for which the broker does not have discretionary authority to vote, however, those shares will not have any effect on that matter. A broker may be entitled to vote those shares on other matters.

In accordance with our confidential voting policy, no particular stockholder's vote will be disclosed to our officers, Directors, or employees, except:

- as necessary to meet legal requirements and to assert claims for and defend claims against us;
- when disclosure is voluntarily made or requested by the stockholder;
- when the stockholder writes comments on the proxy card; or
- in the event of a proxy solicitation not approved and recommended by the Board.

The proxy solicitor, the election inspectors, and the tabulators of all proxies, ballots, and voting tabulations are independent and are not our employees.

CORPORATE GOVERNANCE

Corporate Governance Guidelines and Committee Charters

Our Board has long maintained a formal statement of its responsibilities and corporate governance guidelines to ensure effective governance in all areas of its responsibilities. Our corporate governance guidelines, as revised in January 2015, are attached as Appendix A to this proxy statement and are also available on our website at *www.halliburton.com* by clicking on the tab "About Us," and then the "Corporate Governance" link. The guidelines are reviewed periodically and revised as appropriate to reflect the dynamic and evolving processes relating to corporate governance, including the operation of the Board.

In order for our stockholders to understand how the Board conducts its affairs in all areas of its responsibility, the full text of the charters of our Audit; Compensation; Health, Safety and Environment; and Nominating and Corporate Governance Committees are also available on our website.

Except to the extent expressly stated otherwise, information contained on or accessible from our website or any other website is not incorporated by reference into and should not be considered part of this proxy statement.

Code of Business Conduct

Our Code of Business Conduct, which applies to all of our employees and Directors and serves as the code of ethics for our principal executive officer, principal financial officer, principal accounting officer or controller, and other persons performing similar functions, is available on our website. Any waivers to our Code of Business Conduct for our Directors or executive officers can only be made by our Audit Committee. There were no waivers of the Code of Business Conduct in 2015.

Related Persons Transactions Policy

Our Board has adopted a written policy governing related persons transactions as part of the Board's commitment to good governance and independent oversight. The policy covers transactions involving any of our Directors, executive officers, nominees for Director, or greater than 5% stockholders, or any immediate family member of the foregoing, among others.

The types of transactions covered by this policy are transactions, arrangements or relationships, or any series of similar transactions, arrangements or relationships, including any indebtedness or guarantee of indebtedness, in which (1) we or any of our subsidiaries were or will be a participant, (2) the aggregate amount involved exceeds $120,000 in any calendar year, and (3) any related person had, has or will have a direct or indirect interest (other than solely as a result of being a director of, or holding less than a 10% beneficial ownership interest in, another entity).

Under the policy, we generally only enter into or ratify related persons transactions when the Board determines such transactions are in our best interests and the best interests of our stockholders. In determining whether to approve or ratify a related person transaction, the Board will consider the following factors and such other factors it deems appropriate:

- whether the related person transaction is on terms comparable to terms generally available with an unaffiliated third party under the same or similar circumstances;
- the benefits of the transaction to us;
- the extent of the related person's interest in the transaction; and
- whether there are alternative sources for the subject matter of the transaction.

THE BOARD OF DIRECTORS AND STANDING COMMITTEES OF DIRECTORS

The Board has standing Audit; Compensation; Health, Safety and Environment; and Nominating and Corporate Governance Committees. Each of the standing committees are comprised of non-employee Directors, and in the business judgment of the Board, all of the non-employee Directors are independent, after considering all relevant facts and circumstances, as well as the independence standards set forth in our corporate governance guidelines. Our corporate governance guidelines are attached as Appendix A to this proxy statement and are also available on our website at *www.halliburton.com.*

Our independence standards meet, and in some instances exceed, NYSE independence requirements. Our definition of independence and compliance with our independence standards is periodically reviewed by the Nominating and Corporate Governance Committee. In connection with its independence determination, the Board considered that during 2015, we provided services in the ordinary course of business to Sempra Energy, of which Ms. Reed is the Chairman and Chief Executive Officer. The Board concluded that the relationship was not material and did not affect the independence of Ms. Reed. There were no relevant transactions, relationships, or arrangements not disclosed in this proxy statement that were considered by the Board in making its determination as to the independence of the Directors.

Board Attendance

During 2015, the Board held 6 meetings and met in Executive Session, without management present, on 5 occasions.

Committee meetings were held as follows:

Audit Committee	9
Compensation Committee	5
Health, Safety and Environment Committee	5
Nominating and Corporate Governance Committee	4

All members of the Board attended at least 80% of the total number of meetings of the Board and the committees on which he or she served during the last fiscal year.

All of our Directors attended the 2015 Annual Meeting, as required by our corporate governance guidelines.

Board Leadership

Our corporate governance guidelines provide that the Board should have the flexibility to determine the appropriate leadership of the Board, and whether the roles of Chairman and Chief Executive Officer should be combined or separate. After review and discussion, our Board has decided that a combined leadership role would best serve the needs of the Company and its stockholders. The Board believes that David J. Lesar, our current Chairman and Chief Executive Officer, with his industry expertise, financial expertise, and in-depth knowledge of Halliburton and its business, is the correct person to fill both roles.

Lead Independent Director

In order to help ensure independent Board leadership and oversight, the Board has elected Mr. J. Landis Martin as our Lead Independent Director. Mr. Martin's role and responsibilities are set forth in the Lead Independent Director Charter adopted by the Board and include presiding over the executive sessions of the non-employee Directors. Mr. Martin also advises management on and approves the agenda items to be considered at meetings of the Board. With the exception of our Chairman and Chief Executive Officer, Mr. Lesar, and our President, Mr. Miller, the Board is composed of independent Directors. Our Lead Independent Director Charter can be found on our website at *www.halliburton.com.*

Independent Committees

As governance best practice, key committees of the Board are comprised solely of independent Directors. We have established processes for the effective oversight of critical issues entrusted to independent Directors, such as:

- the integrity of our financial statements;
- CEO and senior management compensation;
- CEO and senior management succession planning;
- the election of our Lead Independent Director;
- membership of our independent Board committees;
- Board, Committee, and Director evaluations; and
- nominations for Directors.

The Board believes it has a strong governance structure in place to ensure independent oversight on behalf of all stockholders.

Board Risk Oversight

We have implemented an Enterprise Risk Management system to identify and analyze enterprise level risks and their potential impact on us. At least annually, the Audit Committee of the Board receives a report on our processes with respect to risk assessment and risk management. Our executive officers are assigned responsibility for the various categories of risk, with the Chief Executive Officer being ultimately responsible to the Board for all risk categories. The responsibility of the Chief Executive Officer for all risk matters is consistent with his being primarily responsible for managing our day-to-day business.

Halliburton Board Leadership

- *Mr. David J. Lesar is our Chairman and CEO*
- *Mr. J. Landis Martin is our Lead Independent Director*
- *10 of our 12 Directors are independent*
- *All members of the Audit; Compensation; Health, Safety and Environment; and Nominating and Corporate Governance Committees are independent.*

Our Board believes that continuing to combine the position of Chairman and CEO is in the best interests of the Company and our stockholders, and that our Lead Independent Director and the strong presence of engaged independent Directors ensures independent oversight.

Members of the Committees of Our Board of Directors

Audit Committee	Compensation Committee	Health, Safety and Environment Committee	Nominating and Corporate Governance Committee
Alan M. Bennett*	James R. Boyd*	Abdulaziz F. Al Khayyal	Abdulaziz F. Al Khayyal
James R. Boyd	Milton Carroll	Nance K. Dicciani	Alan M. Bennett
Nance K. Dicciani	Murry S. Gerber	José C. Grubisich	Milton Carroll
Murry S. Gerber	Robert A. Malone	Robert A. Malone*	J. Landis Martin
José C. Grubisich	Debra L. Reed	J. Landis Martin	Debra L. Reed*

* *Chair*

Audit Committee

The Audit Committee's responsibilities include:

- Recommending to the Board the appointment of the independent public accounting firm to audit our financial statements (the "principal independent public accountants");
- Together with the Board, being responsible for the appointment, compensation, retention, and oversight of the work of the principal independent public accountants;
- Reviewing the scope of the principal independent public accountants' examination and the scope of activities of the internal audit department;
- Reviewing our significant financial policies and accounting systems and controls;
- Reviewing financial statements; and
- Approving the services to be performed by the principal independent public accountants.

The Board has determined that Alan M. Bennett, James R. Boyd, Nance K. Dicciani, Murry S. Gerber, and José C. Grubisich are independent under our corporate governance guidelines and are "audit committee financial experts" as defined by the Securities and Exchange Commission, or SEC. A copy of the Audit Committee Charter is available on our website at *www.halliburton.com.*

Compensation Committee

The Compensation Committee's responsibilities include:

- Overseeing the effectiveness of our compensation program in attracting, retaining, and motivating key employees;
- Utilizing our compensation program to reinforce business strategies and objectives for enhanced stockholder value;
- Administering our compensation program, including our incentive plans, in a fair and equitable manner consistent with established policies and guidelines;
- Developing an overall executive compensation philosophy and strategy; and
- Additional roles and activities with respect to executive compensation as described under Compensation Discussion and Analysis.

A copy of the Compensation Committee Charter is available on our website at *www.halliburton.com.*

Health, Safety and Environment Committee

The Health, Safety and Environment Committee's responsibilities include:

- Reviewing and assessing our health, safety, and environmental policies and practices;
- Overseeing the communication and implementation of, and reviewing our compliance with, these policies, as well as applicable goals and legal requirements; and
- Assisting the Board with oversight of our risk-management processes relating to health, safety, and the environment.

A copy of our Health, Safety and Environment Committee Charter is available on our website at *www.halliburton.com*.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee's responsibilities include:

- Reviewing and recommending revisions to our corporate governance guidelines;
- Overseeing our Director self-evaluation process and performance reviews;
- Identifying and screening candidates for Board and committee membership;
- Reviewing the overall composition profile of the Board for the appropriate mix of skills, characteristics, experience, and expertise; and
- Reviewing and making recommendations on Director compensation practices.

A copy of our Nominating and Corporate Governance Committee Charter is available on our website at *www.halliburton.com.*

Stockholder Nominations of Directors

Stockholders may nominate persons for election to the Board at a meeting of stockholders in the manner provided in our By-laws, which include a requirement to comply with certain notice procedures. Nominations shall be made pursuant to written notice to the Corporate Secretary at the address of our principal executive offices set forth on page 2 of this proxy statement, and for the Annual Meeting of Stockholders in 2017, must be received not less than 90 days nor more than 120 days prior to the anniversary date of the 2016 Annual Meeting of Stockholders, or no later than February 17, 2017 and no earlier than January 18, 2017.

The stockholder notice must contain, among other things, certain information relating to the stockholder and the proposed nominee as described in our By-laws. In addition, the proposed nominee may be required to furnish other information as we may reasonably require to determine the eligibility of the proposed nominee to serve as a Director. With respect to any proposed nominee nominated in accordance with Section 6 of our By-laws by a stockholder of record owning at least 1% of our issued and outstanding voting stock continuously for at least one year as of the date the written notice of the nomination is submitted to us, our Corporate Secretary will (i) obtain from such nominee any additional relevant information the nominee wishes to provide in consideration of his or her nomination, (ii) report on each such nominee to the Nominating and Corporate Governance Committee, and (iii) facilitate having each such nominee meet with the Nominating and Corporate Governance Committee as the Committee deems appropriate.

Qualifications of Directors

Candidates nominated for election or reelection to the Board should possess the following qualifications:

- Personal characteristics:
  - high personal and professional ethics, integrity, and values;
  - an inquiring and independent mind; and
  - practical wisdom and mature judgment;
- Broad training and experience at the policy-making level in business, government, education, or technology;
- Expertise that is useful to us and complementary to the background and experience of other Board members, so that an optimum balance of members on the Board can be achieved and maintained;
- Willingness to devote the required amount of time to carrying out the duties and responsibilities of Board membership;
- Commitment to serve on the Board for several years to develop knowledge about our principal operations;
- Willingness to represent the best interests of all of our stockholders and objectively appraise management performance; and
- Involvement only in activities or interests that do not create a conflict with the Director's responsibilities to us and our stockholders.

The Nominating and Corporate Governance Committee is responsible for assessing the appropriate mix of skills and characteristics required of Board members in the context of the needs of the Board at a given point in time, and shall periodically review and update the criteria. In selecting Director nominees, the Board first considers the personal characteristics, experience, and other criteria as set forth in our corporate governance guidelines. We also identify nominees based on our specific needs and the needs of our Board at the time a nominee is sought.

We value all types of diversity, including diversity of our Board. In evaluating the overall mix of qualifications for a potential nominee, the Board also takes into account overall Board diversity in personal background, race, gender, age, and nationality. In considering whether current Directors should be nominated for reelection to the Board, the Nominating and Corporate Governance Committee and the Board will also consider the non-employee Directors' annual assessment of the Board and annual performance review.

Process for the Selection of New Directors

The Board is responsible for filling vacancies on the Board. The Board has delegated to the Nominating and Corporate Governance Committee the duty of selecting and recommending prospective nominees to the Board for approval. The Nominating and Corporate Governance Committee considers suggestions of candidates for Board membership made by current Committee and Board members, our management, and stockholders. The Committee may retain an independent executive search firm to identify and/or assist in evaluating candidates for consideration. A stockholder who wishes to recommend a prospective candidate should notify our Corporate Secretary.

When the Nominating and Corporate Governance Committee identifies a prospective candidate, the Committee determines the appropriate method to evaluate the candidate. This determination is based on the information provided to the Committee by the person recommending the prospective candidate and the Committee's knowledge of the candidate. This information may be supplemented by inquiries to the person who made the recommendation, the candidate or to others.

The preliminary determination is based on the need for additional Board members to fill vacancies or to expand the size of the Board, and the likelihood that the candidate will meet the Board membership criteria listed above. The Committee will determine, after discussion with the Chairman of the Board, the Lead Independent Director, and other Board members, whether a candidate should continue to be considered as a potential nominee. If a candidate warrants additional consideration, the Committee may request an independent executive search firm to gather additional information about the candidate's background, experience, and reputation, and to report its findings to the Committee. The Committee then evaluates the candidate and determines whether to interview the candidate. One or more members of the Committee and others as appropriate then conduct the interviews. Once the evaluation and interviews are completed, the Committee recommends to the Board which candidates should be nominated. The Board makes a determination of nominees after review of the recommendation and the Committee's report.

IDENTIFICATION OF QUALIFIED CANDIDATES	→	DUE DILIGENCE SCREENING	→	MEETINGS WITH SHORTLISTED CANDIDATES	→	DECISION AND NOMINATION
Nominating and Corporate Governance Committee identifies candidates to become Board members		Review of qualifications to determine if candidate meets Board membership criteria		Committee members and, as appropriate, other Board members and management interview the shortlisted candidates		Selection of Director nominees best qualified to serve the interests of Halliburton stockholders

Communication to the Board

To foster better communication from our stockholders and other interested persons, we established a process for stockholders and others to communicate with the Audit Committee and the Board. The process has been approved by both the Audit Committee and the Board, and meets the requirements of the New York Stock Exchange, or NYSE, and the SEC. The methods of communication with the Board include telephone, mail and e-mail.

888.312.2692
or
770.613.6348

Board of Directors
c/o Director of Business Conduct
Halliburton Company
P.O. Box 42806
Houston, Texas 77242-2806

BoardofDirectors@halliburton.com

Our Director of Business Conduct, an employee, reviews all communications directed to the Audit Committee and the Board. The Chairman of the Audit Committee is promptly notified of any substantive communication involving accounting, internal accounting controls, or auditing matters. The Lead Independent Director is promptly notified of any other significant communications, and any board related matters which are addressed to a named Director are promptly sent to that Director. Copies of all communications are available for review by any Director. It should be noted, however, that some items such as advertisements, business solicitations, junk mail, resumes, and any communication that is overly hostile, threatening, or illegal will not be forwarded to the Board. Concerns may be reported anonymously or confidentially. Confidentiality shall be maintained unless disclosure is:

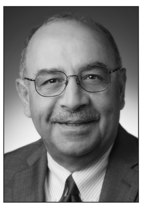
- required or advisable in connection with any governmental investigation or report;
- in the interests of Halliburton, consistent with the goals of our Code of Business Conduct; or
- required or advisable in our legal defense of the matter.

Information regarding these methods of communication is also on our website at *www.halliburton.com.*

PROPOSAL NO. 1 ELECTION OF DIRECTORS

The twelve nominees listed below are presently our Directors. The common stock represented by properly executed and returned proxies will be voted to elect the twelve nominees as Directors unless we receive contrary instructions. If any nominee is unwilling or unable to serve, favorable and uninstructed proxies will be voted for a substitute nominee designated by the Board. If a suitable substitute is not available, the Board will reduce the number of Directors to be elected. Each nominee has indicated approval of his or her nomination and his or her willingness to serve if elected. The Directors elected will serve for the ensuing year and until their successors are elected and qualify.

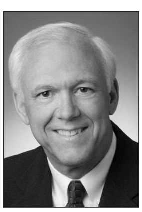
Information about Nominees for Director



Abdulaziz F. Al Khayyal

Age: 62
Director Since: 2014
Halliburton Committees: Health, Safety and Environment; Nominating and Corporate Governance

Mr. Al Khayyal is the retired Senior Vice President of Industrial Relations of Saudi Arabian Oil Company (Saudi Aramco) (the world's largest producer of crude oil). Mr. Al Khayyal served as Senior Vice President of Industrial Relations of Saudi Aramco from 2007 to 2014 and served as a director of Saudi Aramco from 2004 to 2014. The Board determined that Mr. Al Khayyal should be nominated for election as a Director because of his exceptional oil and gas knowledge, including significant international business experience in the energy industry, and his executive experience with the world's largest producer of crude oil.



Alan M. Bennett

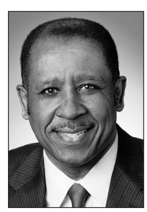
Age: 65
Director Since: 2006
Halliburton Committees: Audit (Chair); Nominating and Corporate Governance

Mr. Bennett is the retired President and Chief Executive Officer of H&R Block, Inc. (a tax and financial services provider). Mr. Bennett served as the President and Chief Executive Officer of H&R Block, Inc. from 2010 to 2011, the Interim Chief Executive Officer of H&R Block, Inc. from 2007 to 2008, and the Senior Vice President and Chief Financial Officer of Aetna, Inc. from 2001 to 2007. Mr. Bennett is a director of Fluor Corporation (since 2011) and TJX Companies, Inc. (since 2007), and is a former director of H&R Block, Inc. (2008-2011). The Board determined that Mr. Bennett should be nominated for election as a Director because of his financial expertise, ranging from internal audit to corporate controller to chief financial officer of a large, public company. He is a certified public accountant and also has chief executive officer experience.

James R. Boyd

Age: 69
Director Since: 2006
Halliburton Committees: Audit; Compensation (Chair)

Mr. Boyd is the retired Chairman of the Board of Arch Coal, Inc. (one of the largest United States coal producers). Mr. Boyd served as a director of Arch Coal, Inc. from 1990 to 2013, and as Chairman of the Board of Arch Coal, Inc. from 1998 to 2006. The Board determined that Mr. Boyd should be nominated for election as a Director because of his experience as chairman and lead director of a large company and his career experience in corporate business development, operations, and strategic planning.



Milton Carroll

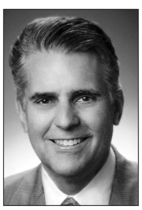
Age: 65
Director Since: 2006
Halliburton Committees: Compensation; Nominating and Corporate Governance

Mr. Carroll has been the Executive Chairman of the Board of CenterPoint Energy, Inc. (a public utility holding company) since 2013 and Chairman of Health Care Service Corporation (a large health insurance company) since 2002. Mr. Carroll served as the Non-Executive Chairman of the Board of CenterPoint Energy, Inc., from 2002 to 2013. Mr. Carroll is a director of Western Gas Holdings, LLC, the general partner of Western Gas Partners L.P. (since 2008) and LyondellBasell Industries (since 2010). Mr. Carroll is a former director of LRE GP, LLC, the general partner of LRR Energy, L.P. (2011-2014). The Board determined that Mr. Carroll should be nominated for election as a Director because of his public company board experience as an independent director and his knowledge of the oil and natural gas services industry.

Nance K. Dicciani

Age: 68
Director Since: 2009
Halliburton Committees: Audit; Health, Safety and Environment

Ms. Dicciani has been the Chair of the Board and Interim Co-Principal Executive Officer of AgroFresh Solutions, Inc. since 2016. Ms. Dicciani served as the President and Chief Executive Officer of Honeywell International Specialty Materials (a diversified technology and manufacturing company) from 2001 to 2008. Ms. Dicciani is a director of Praxair, Inc. (since 2008), LyondellBasell Industries (since 2013), and ArgoFresh Solutions, Inc. (since 2015). Ms. Dicciani is a former director of Rockwood Holdings, Inc. (2008-2014). The Board determined that Ms. Dicciani should be nominated for election as a Director because of her technical expertise in the chemical industry, her international operations expertise, and her executive experience as a chief executive officer of a multi-billion dollar strategic business group of a major multinational corporation.



Murry S. Gerber

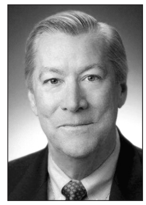
Age: 63
Director Since: 2012
Halliburton Committees: Audit; Compensation

Mr. Gerber is the retired Executive Chairman of the Board of EQT Corporation (a leading producer of unconventional natural gas). Mr. Gerber served as the Executive Chairman of the Board of EQT Corporation from 2010 to 2011, the Chairman and Chief Executive Officer of EQT Corporation from 2000 to 2010, and the Chief Executive Officer and President of EQT Corporation from 1998 to 2007. Mr. Gerber is a director of BlackRock, Inc. (since 2000) and United States Steel Corporation (since 2012). The Board determined that Mr. Gerber should be nominated for election as a Director because of his executive leadership skills and his experience with the Marcellus shale and unconventional oil and natural gas basins.

José C. Grubisich

Age: 59
Director Since: 2013
Halliburton Committees: Audit; Health, Safety and Environment

Mr. Grubisich has been the Chief Executive Officer of Eldorado Brasil Celulose (a leader in the world cellulose market) since 2012. Previously, Mr. Grubisich served as President and Chief Executive Officer of ETH Bioenergia S.A. (an integrated producer of ethanol and electricity from biomass) from 2008 to 2012. Mr. Grubisich is a director of Vallourec S.A. (since 2012). The Board determined that Mr. Grubisich should be nominated for election as a Director because of his significant international business experience in Latin America and his executive leadership experience.



David J. Lesar

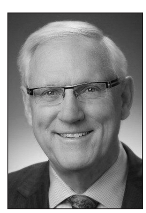
Age: 62
Director Since: 2000 (Chairman)

Mr. Lesar is our Chairman of the Board and Chief Executive Officer. He served as our Chairman, President and Chief Executive Officer from 2000 to 2014. Mr. Lesar is a former director of Agrium, Inc. (2010-2015). The Board determined that Mr. Lesar should be nominated for election as a Director because of his industry expertise, financial expertise, and in-depth knowledge of Halliburton and its business.

Robert A. Malone

Age: 64
Director Since: 2009
Halliburton Committees: Compensation; Health, Safety and Environment (Chair)

Mr. Malone has been the Executive Chairman, President and Chief Executive Officer of First Sonora Bancshares, Inc. since 2014. Previously, Mr. Malone served as the President and Chief Executive Officer of The First National Bank of Sonora, Texas (a community bank owned by First Sonora Bancshares, Inc.) from 2009 to 2014. Mr. Malone was also an Executive Vice President of BP plc and Chairman of the Board and President, BP America Inc. (one of the nation's largest producers of oil and natural gas) from 2006 to 2009. Mr. Malone is the Non-Executive Chairman of the Peabody Energy Company (since 2016) and director (since 2009), and director of Teledyne Technologies Incorporated (since 2015). The Board determined that Mr. Malone should be nominated for election as a Director because of his industry expertise and his executive leadership experience, including crisis management and safety performance.



J. Landis Martin

Age: 70
Director Since: 1998
Halliburton Committees: Health, Safety and Environment; Nominating and Corporate Governance

Mr. Martin is the founder of Platte River Equity (a private equity firm) and has served as its Managing Director since 2005. Previously, Mr. Martin was the Chairman, from 1989 to 2005, and Chief Executive Officer, from 1995 to 2005, of Titanium Metals Corporation. Mr. Martin serves as our Lead Independent Director. Mr. Martin is the Lead Director of Apartment Investment and Management Company (director since 1994), the Chairman of Crown Castle International Corporation (since 2002) and director (since 1999), and the Lead Director of Intrepid Potash, Inc. (since 2008). The Board determined that Mr. Martin should be nominated for election as a Director because of his industry expertise, his executive and board leadership experience, and his knowledge of our operations.

Jeffrey A. Miller

Age: 52
Director Since: 2014

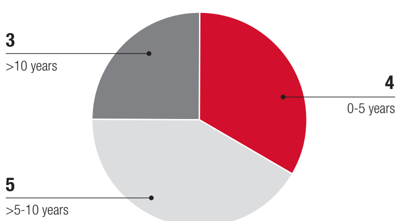
Mr. Miller has been our President and a Director since 2014. Mr. Miller was our Executive Vice President and Chief Operating Officer from 2012 to 2014. Mr. Miller also served as Senior Vice President Global Business Development and Marketing from 2011 to 2012. Mr. Miller is a director of Atwood Oceanics, Inc. (since 2013). The Board determined that Mr. Miller should be nominated for election as a Director because of his strong executive experience, and extensive expertise in global operations, business development, and marketing.

Debra L. Reed

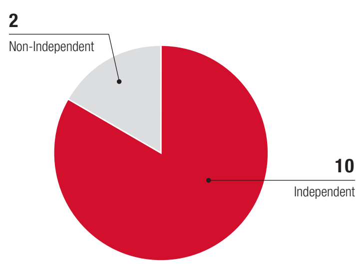
Age: 59
Director Since: 2001
Halliburton Committees: Compensation; Nominating and Corporate Governance (Chair)

Ms. Reed has been the Chief Executive Officer of Sempra Energy (an energy infrastructure and regulated holding company) since 2011 and has served as Chairman of the Board of Sempra Energy since 2012. Previously, Ms. Reed was the Executive Vice President of Sempra Energy from 2010 to 2011, and the President and Chief Executive Officer of Southern California Gas Company, and San Diego Gas & Electric Company from 2006 to 2010. Ms. Reed is a director of Caterpillar (since 2015) and is a former director of Avery Dennison Corporation (2009-2011). The Board determined that Ms. Reed should be nominated for election as a Director because of her executive, operational, financial, and administrative expertise, and her experience as an independent director on public company boards.

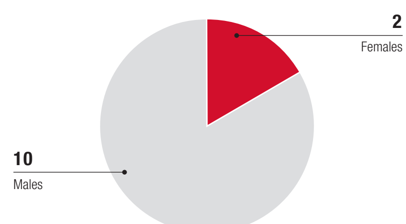
Director Tenure Balance



Independence



Gender Split



DIRECTORS' COMPENSATION

Directors' Fees

All non-employee Directors receive an annual retainer of $115,000. The Lead Independent Director receives an additional annual retainer of $25,000 and the chairperson of each committee also receives an additional annual retainer for serving as chair as follows: Audit - $20,000; Compensation – $20,000; Health, Safety and Environment - $15,000; and Nominating and Corporate Governance - $15,000. Non-employee Directors are permitted to defer all or part of their fees under the Directors' Deferred Compensation Plan described below.

Directors' Equity Awards

Each non-employee Director receives an annual equity award with a value of approximately $185,000 consisting of restricted stock units (RSUs), each of which represents the right to receive a share of common stock at a future date. The actual number of RSUs is determined by dividing $185,000 by the average of the closing price of our common stock on the NYSE on each business day during the month of July. These annual awards are made on or about the first of August of each year. The value of the award may be more or less than $185,000 based on the closing price of our common stock on the NYSE on the date of the award in August. Non-employee Directors are permitted to defer all of their RSUs under the Directors' Deferred Compensation Plan.

Additionally, when a non-employee Director first joins the Board, he or she receives an equity award shortly thereafter of RSUs equal to a pro-rated value of the annual equity award of $185,000. The factor used to determine the pro-rated award is the number of whole months of service from the beginning of the month in which Board service begins to the following first of August divided by 12. The number of RSUs awarded is determined by dividing the pro-rated award amount by the average of the closing price of our common stock on the NYSE on each business day during the month immediately preceding the Director joining the Board.

Directors may not sell, assign, pledge, otherwise transfer, or encumber restricted shares (which were previously granted to non-employee Directors) or RSUs until the restrictions are removed. Restrictions on RSUs lapse 25% a year over four years of service with the applicable underlying shares of common stock distributed annually to the non-employee Director unless the Director elected to defer receipt of their shares under the Directors' Deferred Compensation Plan. Except as provided in the next sentence, if a non-employee Director has a separation of service from the Board before completing four years of service since the applicable award date, any unvested RSUs would be forfeited. Restrictions on restricted shares and RSUs lapse following termination of Board service only under specified circumstances, which may include, subject to the Board's discretion, death or disability, retirement under the Director mandatory retirement policy, or early retirement after at least four years of service.

During the restriction period, Directors have the right to (i) vote restricted shares, but not shares underlying RSUs, and (ii) receive dividends or dividend equivalents in cash on restricted shares and RSUs that are not subject to a deferral election. RSUs that are subject to a deferral election receive dividend equivalents under the Directors' Deferred Compensation Plan.

Directors' Deferred Compensation Plan

The Directors' Deferred Compensation Plan is a non-qualified deferred compensation plan and participation is completely voluntary. Under the plan, non-employee Directors are permitted to defer all or part of their retainer fees and all of the shares of common stock underlying their RSUs when they vest. If a non-employee Director elects to defer retainer fees under the plan, then the Director may elect to have his or her deferred fees accumulate under an interest bearing account or translate on a quarterly basis into Halliburton common stock equivalent units (SEUs) under a stock equivalents account. If a non-employee Director elects to defer receipt of the shares of common stock underlying his or her RSUs when they vest, then those shares are retained as deferred RSUs under the plan. The interest bearing account is credited quarterly with interest at the prime rate of Citibank, N.A. The stock equivalents account and deferred RSUs are credited quarterly with dividend equivalents based on the same dividend rate as Halliburton common stock and those amounts are translated into additional SEUs or RSUs, respectively.

After a Director's retirement, distributions under the plan are made to the Director in a single distribution or in annual installments over a 5- or 10-year period as elected by the Director. Distributions under the interest bearing account are made in cash, while distributions of SEUs under the stock equivalents account and deferred RSUs are made in shares of Halliburton common stock. Ms. Dicciani, Ms. Reed, and Messrs. Al Khayyal, Bennett, Boyd, Carroll, and Jum'ah have elected to defer all or part of their retainer fees under the plan, and Ms. Dicciani, Ms. Reed, and Messrs. Al Khayyal, Bennett, Boyd, Carroll, Grubisich, Jum'ah, and Martin have elected to defer all of their RSUs under the plan. Mr. Abdallah S. Jum'ah retired from the Board on May 20, 2015.

Directors' Stock Ownership Requirements

We have stock ownership requirements for all non-employee Directors to further align their interests with our stockholders. As a result, all non-employee Directors are required to own Halliburton common stock in an amount equal to or in excess of the greater of (A) the cash portion of the Director's annual retainer for the five-year period beginning on the date the Director is first elected to the Board or (B) $500,000. The Nominating and Corporate Governance Committee reviews the holdings of all non-employee Directors, which include restricted shares, other Halliburton common stock, and RSUs owned by the Director, at each May meeting. Each non-employee Director has five years to meet the requirements, measured from the date he or she is first elected to the Board. Each non-employee Director currently meets the stock ownership requirements or is on track to do so within the requisite five-year period.

Director Clawback Policy

We have a clawback policy under which we will seek, in all appropriate cases, to recoup incentive compensation paid to, awarded to, or credited for the benefit of a Director if and to the extent that:

- it is determined that, in connection with the performance of that Director's duties, he or she substantially participated in a breach of a fiduciary duty arising from a material violation of a U.S. federal or state law, or recklessly disregarded his or her duty to exercise reasonable oversight; or
- the Director is named as a defendant in a law enforcement proceeding for having substantially participated in a breach of a fiduciary duty arising from a material violation of a U.S. federal or state law, the Director disagrees with the allegations relating to the proceeding and either (A) we initiate a review and determine that the alleged action is not indemnifiable or (B) the Director does not prevail at trial, enters into a plea arrangement, agrees to the entry of a final administrative or judicial order imposing sanctions, or otherwise admits to the violation in a legal proceeding.

Depending on the circumstances described above, the disinterested members of the Board, the disinterested members of the Compensation Committee, and/or the disinterested members of the Nominating and Corporate Governance Committee may be involved in reviewing, considering, and making determinations regarding the Director's alleged conduct, whether recoupment is appropriate or required, and the type and amount of incentive compensation to be recouped from the Director.

The policy also provides that, to the extent permitted by applicable law and not previously disclosed in a filing with the SEC, we will disclose in our proxy statement the circumstances of any recoupment arising under the policy or that there has not been any recoupment pursuant to the policy for the prior calendar year. There was no recoupment under the policy in 2015.

Charitable Contributions and Other Benefits

Matching Gift Programs

To further our support for charities, Directors may participate in the Halliburton Foundation's matching gift programs for educational institutions, not-for-profit hospitals, and medical foundations. For each eligible contribution, the Halliburton Foundation makes a contribution of 2.25 times the amount contributed by the Director, subject to approval by its Trustees. The maximum aggregate of all contributions each calendar year by a Director eligible for matching is $50,000, resulting in a maximum aggregate amount contributed annually by the Halliburton Foundation in the form of matching gifts of up to $112,500 for any Director who participates in the programs. Neither the Halliburton Foundation nor we have made a charitable contribution, within the preceding three years, to any charitable organization in which a Director serves as an employee or an immediate family member of the Director serves as an executive officer that exceeds in any single year the greater of $1 million or 2% of such charitable organization's consolidated gross revenues.

Accidental Death and Dismemberment

We offer an optional accidental death and dismemberment policy for non-employee Directors for individual coverage or family coverage with a benefit per Director of up to $250,000 and lesser amounts for family members. Ms. Dicciani and Messrs. Carroll, Gerber, and Malone elected individual coverage at a cost of $99 annually. Messrs. Al Khayyal, Grubisich, and Martin elected family coverage at a cost of $159 annually. These premiums are included in the All Other Compensation column of the 2015 Director Compensation table for those who participate.

2015 Director Compensation

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Abdulaziz F. Al Khayyal	115,000	178,694	0	3,529	297,224
Alan M. Bennett	135,000	178,694	0	152,727	466,422
James R. Boyd	133,063	178,694	0	201,766	513,524
Milton Carroll	115,000	178,694	0	42,105	335,799
Nance K. Dicciani	115,000	178,694	0	139,610	433,304
Murry S. Gerber	115,000	178,694	0	120,328	414,022
José C. Grubisich	115,000	178,694	0	7,526	301,220
Abdallah S. Jum'ah[1]	44,547	0	0	13,689	58,236
Robert A. Malone	130,000	178,694	0	129,575	438,269
J. Landis Martin	140,000	178,694	0	148,067	466,762
Debra L. Reed	130,000	178,694	0	155,821	464,516

(1) *Mr. Jum'ah retired from the Board on May 20, 2015.*

Fees Earned or Paid In Cash. The amounts in this column represent retainer fees earned in fiscal year 2015, but not necessarily paid in 2015. Refer to the section Directors' Fees for information on annual retainer fees.

Stock Awards. The amounts in the Stock Awards column reflect the grant date fair value of RSUs awarded in 2015. We calculate the fair value of equity awards by multiplying the number of RSUs granted by the closing stock price as of the award's grant date.

The number of restricted shares, RSUs, and SEUs held at December 31, 2015 by non-employee Directors are:

Name	Restricted Shares	RSUs	SEUs
Abdulaziz F. Al Khayyal	0	6,976	0
Alan M. Bennett	25,236	16,422	19,136
James R. Boyd	25,236	16,422	32,709
Milton Carroll	20,271	16,422	24,350
Nance K. Dicciani	14,843	16,422	10,733
Murry S. Gerber	2,000	9,527	0
José C. Grubisich	0	12,593	0
Robert A. Malone	14,843	9,527	0
J. Landis Martin	35,162	16,422	0
Debra L. Reed	33,562	16,422	13,859

Change in Pension Value and Nonqualified Deferred Compensation Earnings. None of the Directors had a change in pension value or nonqualified deferred compensation earnings that represented above market earnings in 2015.

All Other Compensation. This column includes compensation related to the matching gift programs under the Halliburton Foundation, the Accidental Death and Dismemberment program, dividends or dividend equivalents in cash on restricted shares or RSUs, and dividend equivalents associated with the Directors' Deferred Compensation Plan.

Directors who participated in the matching gift programs under the Halliburton Foundation and the corresponding match provided by the Halliburton Foundation are: Mr. Bennett - $112,500; Mr. Boyd - $151,875; Ms. Dicciani - $112,500; Mr. Gerber - $112,500; Mr. Malone - $112,500; Mr. Martin - $112,500; and Ms. Reed - $112,500. The amounts reflected indicate matching payments made by the Halliburton Foundation in 2015. Because of differences between the time when the Director makes the charitable contribution and the time when the Halliburton Foundation makes the matching payment, amounts paid by the Halliburton Foundation may apply to contributions made by the Directors in both 2014 and 2015 and the amounts shown may exceed $112,500 in those instances.

Directors who participated in the Accidental Death and Dismemberment program and incurred imputed income for the benefit amount of $99 for individual coverage and $159 for family coverage are: Mr. Al Khayyal - $159; Mr. Carroll- $99; Ms. Dicciani - $99; Mr. Gerber - $99; Mr. Grubisich - $159; Mr. Malone -$99; and Mr. Martin - $159.

Directors who received dividends or dividend equivalents in cash on restricted shares or RSUs held on Halliburton record dates are: Mr. Bennett - $18,170; Mr. Boyd - $18,170; Mr. Carroll - $14,595; Ms. Dicciani - $10,687; Mr. Gerber - $7,729; Mr. Jum'ah - $3,285; Mr. Malone - $16,976; Mr. Martin - $25,317; and Ms. Reed - $24,165.

Directors who received dividend equivalents attributable to their stock equivalents account under the Directors' Deferred Compensation Plan are: Mr. Bennett - $11,965; Mr. Boyd - $21,629; Mr. Carroll - $17,319; Ms. Dicciani - $6,232; Mr. Jum'ah - $1,919; and Ms. Reed - $9,065.

Directors who received dividend equivalents attributable to their deferred RSUs under the Directors' Deferred Compensation Plan are: Mr. Al Khayyal - $3,370; Mr. Bennett - $10,092; Mr. Boyd - $10,092; Mr. Carroll - $10,092; Ms. Dicciani - $10,092; Mr. Grubisich - $7,367; Mr. Jum'ah - $8,485; Mr. Martin - $10,092; and Ms. Reed - $10,092.

STOCK OWNERSHIP INFORMATION

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our Directors and executive officers to file reports of holdings and transactions in Halliburton stock with the SEC and the NYSE. Based on our records and other information, we believe that in 2015 our Directors and our officers who are subject to Section 16 met all applicable filing requirements.

Stock Ownership of Certain Beneficial Owners and Management

The following table sets forth beneficial ownership information about persons or groups that own or have the right to acquire more than 5% of our common stock, based on information contained in Schedules 13G filed with the SEC.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
BlackRock, Inc.	47,769,977[1]	5.6%
55 East 52nd Street, New York, NY 10055		
The Vanguard Group	50,057,676[2]	5.8%
100 Vanguard Blvd, Malvern, PA 19355		

(1) *BlackRock, Inc. is a parent holding company and is deemed to be the beneficial owner of 47,769,977 shares. BlackRock has sole power to vote or to direct the vote of 40,822,037 shares and has sole power to dispose or to direct the disposition of 47,722,998 shares. BlackRock has shared power to vote or to direct the vote, and shared power to dispose or to direct the disposition of 46,979 shares.*

(2) *The Vanguard Group is an investment adviser and is deemed to be the beneficial owner of 50,057,676 shares. The Vanguard Group has sole power to vote or to direct the vote of 1,578,317 shares and has sole power to dispose or to direct the disposition of 48,380,904 shares. The Vanguard Group has shared power to vote or to direct the vote of 85,200 shares and has shared power to dispose or to direct the disposition of 1,676,772 shares.*

The following table sets forth information, as of March 11, 2016, regarding the beneficial ownership of our common stock by each Director, each Named Executive Officer, and by all Directors and executive officers as a group.

	Amount and Nature of Beneficial Ownership		
Name of Beneficial Owner or Number of Persons in Group	Sole Voting and Investment Power [1], [2]	Shared Voting or Investment Power	Percent of Class
Abdulaziz F. Al Khayyal	0		*
Alan M. Bennett	27,236		*
James R. Boyd	47,236		*
James S. Brown	472,868		*
Milton Carroll	20,271		*
Nance K. Dicciani	19,843		*
Christian A. Garcia	86,373		*
Murry S. Gerber	41,820		*
José C. Grubisich	0		*
David J. Lesar	1,192,514	98,570[3]	*
Robert A. Malone	21,248		*
J. Landis Martin	96,764[4]		*
Jeffrey A. Miller	469,254		*
Joe D. Rainey	312,014		*
Debra L. Reed	33,562	500[5]	*
Shares owned by all current Directors and executive officers as a group (21 persons)	3,915,860		*

* *Less than 1% of shares outstanding.*

(1) *The table includes shares of common stock eligible for purchase pursuant to outstanding stock options within 60 days of March 11, 2016 for the following: Mr. Brown – 176,868; Mr. Garcia – 27,267; Mr. Lesar – 610,101; Mr. Miller – 130,800; Mr. Rainey – 102,667; and six unnamed executive officers – 460,025. Until the options are exercised, these individuals will not have voting or investment power over the underlying shares of common stock, but will only have the right to acquire beneficial ownership of the shares through exercise of their respective options. The table also includes restricted shares of common stock over which the individuals have voting power but no investment power.*

(2) *The table does not include restricted stock units (RSUs) held by non-employee Directors or stock equivalent units (SEUs) held by non-employee Directors under the Directors' Deferred Compensation Plan for the following (RSUs/SEUs): Mr. Al Khayyal – 6,976 / 0; Mr. Bennett – 16,422 / 19,136; Mr. Boyd – 16,422 / 32,709; Mr. Carroll – 16,422 / 24,350; Ms. Dicciani – 16,422 / 10,733; Mr. Gerber – 9,527 / 0; Mr. Grubisich – 12,593 / 0; Mr. Malone – 9,527 / 0; Mr. Martin – 16,422 / 0; and Ms. Reed – 16,422 / 13,859. Until the underlying shares of common stock are distributed with respect to the RSUs or SEUs, non-employee Directors will not have voting or investment power over such shares. No shares of common stock with respect to RSUs will be distributed within 60 days of March 11, 2016, unless the Board in its discretion vests the RSUs upon a non-employee Director's separation of service from the Board. No shares of common stock with respect to SEUs will be distributed within 60 days of March 11, 2016, because such shares are distributed in January of the year following the year the non-employee Director has a separation of service from the Board.*

(3) *Shares held by Mr. Lesar's spouse. Mr. Lesar disclaims the beneficial ownership of these shares.*

(4) *Includes 61,602 shares held by Martin Enterprises LLC. Mr. Martin is the sole manager, and Mr. Martin and trusts (of which Mr. Martin is the sole trustee) formed solely for the benefit of his children, are the sole members of Martin Enterprises LLC.*

(5) *Shares held by Ms. Reed's spouse in an Individual Retirement Account.*

PROPOSAL NO. 2 RATIFICATION OF THE SELECTION OF AUDITORS

The Audit Committee is responsible for the appointment, compensation, retention, and oversight of the work of the principal independent public accountants retained to audit our financial statements. The Audit Committee and Board have approved the appointment of KPMG LLP as our principal independent public accountants to examine our financial statements for the year ending December 31, 2016, and a resolution will be presented at the Annual Meeting to ratify this appointment.

KPMG began serving as our principal independent public accountants for the year ended December 31, 2002. The current appointment was made based on a careful review by the Audit Committee of KPMG's qualification to continue to serve as independent public accountants for us, including the nature and extent of non-audit services performed by KPMG and other factors required to be considered when assessing KPMG's independence from Halliburton and its management. In order to assure continued auditor independence, the Audit Committee periodically considers whether there should be a rotation of the principal independent public accountants. Further, in conjunction with the mandated rotation of the firm's lead engagement partner, the Audit Committee and its Chairman are involved in the process for selecting KPMG's new lead engagement partner. The Audit Committee and Board believe that the continued retention of KPMG to serve as our principal independent public accountants is in the best interests of Halliburton and our stockholders.

Representatives of KPMG are expected to be present at the Annual Meeting, will have an opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions from stockholders.

The affirmative vote of the holders of a majority of the shares of our common stock represented at the Annual Meeting and entitled to vote on the matter is needed to approve the proposal.

If the stockholders do not ratify the selection of KPMG, the Board will reconsider the selection of independent public accountants.

The Board of Directors recommends a vote FOR ratification of the appointment of KPMG LLP as principal independent public accountants to examine our financial statements and books and records for the year ending December 31, 2016.

AUDIT COMMITTEE REPORT

We operate under a written charter, a copy of which is available on Halliburton's website, *www.halliburton.com*. As required by the charter, we review and reassess the charter annually and recommend any changes to the Board for approval.

Halliburton's management is responsible for preparing Halliburton's financial statements and the principal independent public accountants are responsible for auditing those financial statements. The Audit Committee's role is to provide oversight of management in carrying out management's responsibility and to appoint, compensate, retain, and oversee the work of the principal independent public accountants. The Audit Committee is not providing any expert or special assurance as to Halliburton's financial statements or any professional certification as to the principal independent public accountants' work.

In fulfilling our oversight role for the year ended December 31, 2015, we:

- reviewed and discussed Halliburton's audited financial statements with management;
- discussed with KPMG LLP, Halliburton's principal independent public accountants, the matters required by Statement on Auditing Standards No. 61 relating to the conduct of the audit;
- received from KPMG the written disclosures and the letter required by the Public Company Accounting Oversight Board regarding KPMG's independence; and
- discussed with KPMG its independence and reviewed other matters required to be considered under Securities and Exchange Commission rules regarding KPMG's independence.

Based on our:

- review of the audited financial statements;
- discussions with management;
- discussions with KPMG; and
- review of KPMG's written disclosures and letter,

we recommended to the Board that the audited financial statements be included in Halliburton's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, for filing with the Securities and Exchange Commission.

THE AUDIT COMMITTEE
Alan M. Bennett
James R. Boyd
Nance K. Dicciani
Murry S. Gerber
José C. Grubisich

FEES PAID TO KPMG LLP

During 2015 and 2014, we incurred the following fees for services performed by KPMG LLP.

	2015 (In millions)	2014 (In millions)
Audit fees	$ 13.0	$ 11.8
Audit-related fees	0.2	0.5
Tax fees	3.6	3.7
TOTAL	**$ 16.8**	**$ 16.0**

Audit Fees

Audit fees represent the aggregate fees for professional services rendered by KPMG for the integrated audit of our annual financial statements for the fiscal years ended December 31, 2015 and December 31, 2014. Audit fees also include the audits of many of our subsidiaries in regards to compliance with statutory requirements in foreign countries, reviews of our financial statements included in the Forms 10-Q we filed during fiscal years 2015 and 2014, audits performed in 2015 for businesses we propose to divest in conjunction with the pending Baker Hughes acquisition, and reviews of registration statements.

Audit-Related Fees

Audit-related fees were incurred for assurance and related services that are traditionally performed by the independent auditor. These services primarily include attestation engagements required by contractual or regulatory provisions and employee benefit plan audits.

Tax Fees

The aggregate fees for tax services primarily consisted of international tax compliance and tax return services related to our expatriate employees. In 2015, tax compliance and preparation fees total $2.4 million and tax advisory fees total $1.2 million and in 2014, tax compliance and preparation fees total $2.4 million and tax advisory fees total $1.3 million.

Fee Approval Policies and Procedures

The Audit Committee has established a written policy that requires the approval by the Audit Committee of all services provided by KPMG as the principal independent public accountants that examine our financial statements and books and records and of all audit services provided by other independent public accountants. Prior to engaging KPMG for the annual audit, the Audit Committee reviews a Principal Independent Public Accountants Auditor Services Plan. KPMG then performs services throughout the year as approved by the Committee. KPMG reviews with the Committee, at least quarterly, a projection of KPMG's fees for the year. Periodically, the Audit Committee approves revisions to the plan if the Committee determines changes are warranted. Our Audit Committee also considered whether KPMG's provisions of tax services and all other fees as reported above are compatible with maintaining KPMG's independence as our principal independent public accountants. All of the fees described above for services provided by KPMG to us were approved in accordance with the policy.

PROPOSAL NO. 3 ADVISORY APPROVAL OF EXECUTIVE COMPENSATION

Pursuant to Section 14A of the Securities Exchange Act of 1934, our stockholders are being presented with the opportunity to vote to approve, on an advisory (nonbinding) basis, the compensation of our named executive officers as disclosed in this proxy statement. As approved by our stockholders at the 2011 Annual Meeting of Stockholders, consistent with our Board's recommendation, we are submitting this proposal for a non-binding vote on an annual basis.

As described in detail under Compensation Discussion and Analysis, our executive compensation programs are designed to attract, motivate, and retain our named executive officers, who are critical to our success. Under these programs, our named executive officers are rewarded for the achievement of specific annual, long-term and strategic goals, corporate goals, and the realization of increased stockholder returns. Please read Compensation Discussion and Analysis for additional details about our executive compensation programs, including information about the fiscal year 2015 compensation of our named executive officers.

The Compensation Committee continually reviews the compensation programs for our named executive officers to ensure the programs achieve the desired goals of aligning our executive compensation structure with our stockholders' interests and current market practices. We believe our executive compensation program achieves the following objectives identified in Compensation Discussion and Analysis:

- Provide a clear and direct relationship between executive pay and our performance on both a short-term and long-term basis;
- Emphasize operating performance drivers;
- Link executive pay to measures that drive stockholder returns;
- Support our business strategies; and
- Maximize the return on our human resource investment.

We are asking our stockholders to indicate their support for our named executive officers' compensation as described in this proxy statement and ask that our stockholders vote "FOR" the following resolution at the Annual Meeting:

"**RESOLVED**, that the compensation paid to Halliburton's named executive officers, as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby approved."

The say-on-pay vote is advisory and, therefore, not binding on us, the Compensation Committee or our Board. Our Board and our Compensation Committee value the opinions of our stockholders. To the extent there is any significant vote against the named executive officers' compensation as disclosed in this proxy statement, the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

The Board of Directors recommends a vote FOR the approval, on an advisory basis, of the compensation of our named executive officers.

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

In this Compensation Discussion and Analysis, we review the objectives and elements of Halliburton's executive compensation program and discuss the 2015 compensation earned by our Named Executive Officers, or NEOs.

For 2015, our NEOs were:

Name	Age	Occupation	Since
David J. Lesar	62	Chairman of the Board and Chief Executive Officer	2000
Christian A. Garcia	52	Senior Vice President, Finance and Acting Chief Financial Officer	2015
James S. Brown	61	President - Western Hemisphere	2008
Jeffrey A. Miller	52	President	2012
Joe D. Rainey	59	President - Eastern Hemisphere	2011

2015 Overview

- We outperformed our peer group in 2015 in both North America and international revenue.
- We generated $23.6 billion of revenue during 2015, a 28% decrease from 2014 as a result of the depressed crude oil pricing environment and its corresponding negative impact on activity and pricing.
- As a result of the downturn in the energy market and its corresponding impact on the our business outlook, during 2015 we recorded company-wide charges related primarily to asset write-offs and severance costs of approximately $2.2 billion to help reduce our cost structure to mitigate the current market conditions.
- In November 2015, we issued $7.5 billion aggregate principal amount of senior notes with the intention of using the net proceeds to finance a portion of the cash consideration of the pending Baker Hughes acquisition.

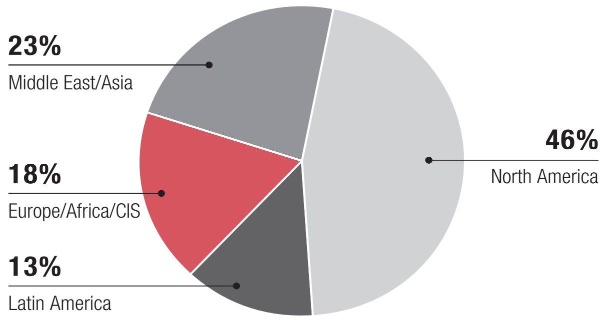
We experienced a decline in revenue and operating income during 2015, as compared to 2014, as a result of the depressed crude oil pricing environment and its corresponding negative impact on activity levels and pricing for our products and services. The industry experienced an unprecedented decline in North America stimulation activity during 2015, which significantly impacted our financial results. From its peak in November 2014 through December 31, 2015, the United States land rig count declined approximately 64%, which in turn has resulted in pricing pressure across the services industry.

While we generated $23.6 billion of revenue during 2015, a 28% decrease from the $32.9 billion of revenue generated in 2014, we outperformed our peer group in North America and internationally. We reported an operating loss of $165 million in 2015, as compared to operating income of $5.1 billion in 2014. This decrease was due to a decline in activity and pricing in most of our product services lines, particularly stimulation activity in the United States land market, as well as our company-wide cost mitigation activities for which we recorded $2.2 billion of impairments and other charges during 2015. These charges were recorded primarily as a result of the downturn in the energy market, and consisted of equipment write-offs, asset impairments, expenses and write-downs related to idle equipment, impairments of intangible assets, inventory write-downs, severance costs, country and facility closures, and other items. We took actions to reduce our cost structure, including a global headcount reduction of approximately 25% during 2015, to help mitigate the current market conditions that we are experiencing. We will continue to take further actions as required to adjust to market conditions. While the intensity and duration of the current market downturn is uncertain, we are continuing to execute on our two-pronged strategy in the downturn. The first part is to control what we can control in the short term, and the second is to look beyond the cycle and prepare for the recovery. We continue to believe in the strength of the long-term fundamentals of our business.

In March 2015, Halliburton and Baker Hughes Incorporated received stockholder approval for Halliburton's proposal to issue shares of common stock as outlined in the merger agreement to purchase Baker Hughes. We have worked with the United States Department of Justice, European Commission and other competition enforcement authorities related to the acquisition to obtain approval of the transaction. In December 2015, the timing agreement with the Department of Justice expired without reaching an agreement and both companies have agreed to extend the time period for closing the transaction to no later than April 30, 2016. If review by the relevant competition authorities extends beyond April 30, 2016, the merger agreement does not terminate automatically; the parties may continue to seek relevant regulatory approvals or either of the parties may terminate the merger agreement.

In November 2015, we issued $7.5 billion aggregate principal amount of senior notes. We intend to use the net proceeds of the offering for general corporate purposes, including financing a portion of the cash consideration component of our pending acquisition of Baker Hughes.

2015 REVENUE BREAKDOWN



Results of 2015 Advisory Vote on Executive Compensation

In accordance with our stockholders' preference, we submit our executive compensation program to an advisory vote annually. In 2015, our compensation program received the support of 72% of the total votes cast at our annual meeting. Following the annual meeting, members of our executive management team met with a number of our large stockholders and discussed their concerns about our executive compensation program.

The Compensation Committee determined that based on the feedback from our stockholders and the reduced support for our say on pay in 2015 as compared to 2014, we needed to make certain changes to our executive compensation program as well as provide our stockholders a better understanding of the framework and rationale for compensation decisions. Accordingly, we are:

- Providing a new section in Compensation Discussion and Analysis, Pay-For-Performance Analysis; and
- Increasing the level of disclosure with regard to our target setting, metric selection rationale, and the associated payout calculation under our short- and long-term incentive plans.

We have also modified our long-term incentive mix to more heavily weight it towards performance units. Our Performance Unit Program now makes up 50% of total long-term incentives for our NEOs. The Committee believes that our compensation program closely aligns the interests of company management with our stockholders' interests.

Halliburton's Executive Compensation Objectives and Practices

Our executive compensation program is designed to achieve the following objectives:

- Provide a clear and direct relationship between executive pay and our performance on both a short-term and long-term basis;
- Emphasize operating performance drivers;
- Link executive pay to measures that drive stockholder returns;
- Support our business strategies; and
- Maximize the return on our human resource investment.

These objectives serve to assure our long-term success and are built on the following compensation principles:

- Executive compensation is managed from a total compensation perspective (i.e., base salary, short- and long-term incentives, and retirement are reviewed altogether).
- Each component of the total compensation package is analyzed in order to determine that compensation opportunities for our NEOs are competitive and market-driven.
- All elements of compensation are compared to the total compensation packages of a comparator peer group, which includes both competitors and companies representing general industry that reflect the markets in which we compete for business and people.

Summary of our Executive Compensation Practices

Compensation Practice	Pursued at Halliburton?	More information
Pay for performance	YES. The majority of our NEO compensation is performance based.	*p28*
Alignment between long-term objectives and the creation of stockholder value	YES. Long-term incentives are at-risk and reward the achievement of value creation and performance goals while aligning management with stockholders' interests.	*p32*
Benchmarking against a relevant peer group	YES. The Compensation Committee reviews market data for peer group companies as well as general industry surveys.	*p27*
Independent, External Compensation Consultant	YES. Pearl Meyer & Partners provides executive compensation consulting services to the Committee.	*p27*
Stock Ownership Requirements	YES. Robust executive and director stock ownership requirements.	*p14 and 36*
Hedging and Pledging Policy	YES. Executives and directors are prohibited from hedging and pledging company stock, except for charitable donation purposes.	*p36*
Clawback Policy	YES. Our policy provides for the forfeiture, recovery, or reimbursement of incentive plan awards. We also will report to stockholders if any clawback occurred.	*p14 and 35*
Annual "Say on Pay" vote	YES. Support of 72% of the total votes cast at our 2015 annual meeting.	*p24*
Repricing of underwater stock options	NO. We prohibit repricing.	
Exchange underwater options	NO. We prohibit the buyout or exchange of underwater options.	
Liberal stock or option recycling	NO. We prohibit liberal stock and option recycling.	
Excise-tax gross-ups	NO. We do not provide for excise tax gross-ups.	*p45*
Guaranteed bonuses or uncapped incentives	NO. We do not provide guaranteed bonuses or uncapped incentives.	

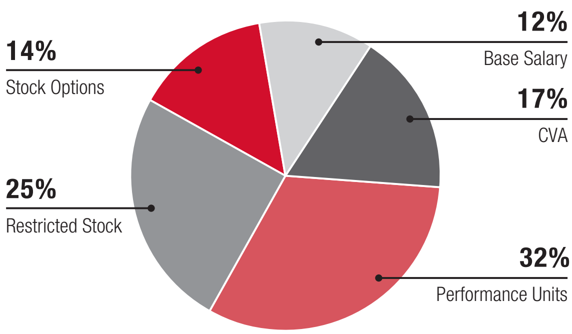
Elements of our Executive Compensation Program for Fiscal 2015

Halliburton's executive compensation program is composed of base salary, short-term incentives, and long-term incentives, each of which is described below:

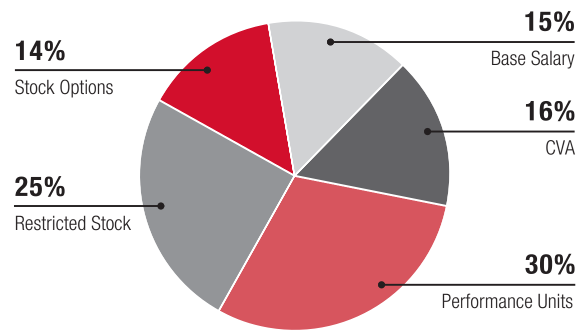
	REWARD ELEMENT	OBJECTIVE	KEY FEATURES	HOW AWARD VALUE IS CALCULATED	2015 DECISIONS
FIXED	Base Salary	To attract and retain the best talent.	Fixed element of compensation paid in cash.	Reviewed against individual's level of skill, experience, and responsibilities. Benchmarked against a group of comparably sized corporations and industry peers.	Four of our five NEOs had increases to base salary, but all took voluntary reductions because of the industry downturn. (Page 30)
AT RISK	Short-Term Incentive	To motivate and incentivize performance over a one-year period.	Award value and measures are reviewed annually to ensure they support our strategy. Targets are set at the beginning of the year.	Performance is measured against Cash Value Added, or CVA, performance measures.	Short-term incentive awards were set at the median. (Page 31)
	Long-Term Incentive Award	To motivate and incentivize sustained performance over the long-term. Aligns interests of our executives with long-term stockholders.	Long-term incentive value is delivered 50% Performance Units; 35% Restricted Stock; and 15% Stock Options. Performance Units are measured over three years against targets set at the beginning of the performance period.	Restricted Stock and Stock Options have time based vesting and value is driven by our share price. The 2015 Performance Units use quantitative Baker Hughes integration related metrics as performance measures.	Based on stockholder feedback, we weighted our long-term incentive mix more heavily towards performance units, which were targeted at the market median. (Page 32)

As illustrated below, the majority of our CEO's and NEOs' total direct compensation opportunity is performance-based, at-risk, and long-term. The graphs depict the mix of total direct compensation set for our NEOs during 2015 and assumes plan performance levels are achieved.

CEO COMPENSATION MIX



OTHER NEO COMPENSATION MIX



Executive Compensation Procedures

Our compensation procedures guide the actions taken by the Compensation Committee, or Committee. This ensures consistency from year to year and adherence to the responsibilities listed in the Committee's Charter. The Committee reviews and approves total compensation annually, which includes:

- Selecting and engaging an independent, external compensation consultant;
- Identifying the comparator peer group companies;
- Reviewing market data on benchmark positions; and
- Reviewing performance results against operating plans and our comparator peer group.

These procedures are used to make the final determination of total compensation for our NEOs.

Our internal stock nomination process under the Halliburton Company Stock and Incentive Plan, or the Stock and Incentive Plan, ensures that all award grant dates are prospective and not retroactive. For NEOs, the grant date is the day the Committee determines annual compensation actions, generally in December of each year. However, awards may be approved by the Committee throughout the year as they determine, such as for retention or performance purposes. Exercise prices are set at the closing stock price on the date of the approved grant.

Role of the CEO in Setting Compensation

Mr. Lesar does not provide recommendations concerning his own compensation, nor is he present when his compensation is discussed by the Committee. The Committee, with input from its independent, external compensation consultant, discusses the elements of his compensation in executive session and makes a recommendation to all of the non-employee members of the Board for discussion and final approval. At the Committee's request, a member of our management team may attend the executive session to answer questions from the Committee.

Mr. Lesar does, however, assist the Committee in setting executive compensation for the other NEOs. He and the independent, external compensation consultant to the Committee are guided by our compensation principles. They also consider current business conditions.

The following recommendations are made to the Committee for each NEO:

- Base salary adjustments, taking into account comparator peer group data, and the NEO's individual performance and role within the company.
- Performance measures, target goals, and award schedules for short-term incentive opportunities under our performance pay plan, with performance targets being set relative to the projected business cycle and business plan.
- Long-term incentive awards made under the Stock and Incentive Plan, including developing and providing specific recommendations to the Committee on the aggregate number and types of shares to be awarded annually, reviewing the rationale and guidelines for annual stock awards, and recommending changes to the grant types, when appropriate.
- Retirement awards, which are calculated by an external actuary, under the Halliburton Company Supplemental Executive Retirement Plan.

Use of Independent Consultants and Advisors

The Committee engaged Pearl Meyer & Partners, or PM&P, as its independent, external compensation consultant during 2015. PM&P provides only executive compensation consulting services to the Committee and does not provide any other services to us. The primary responsibilities of the independent, external compensation consultant were to:

- Provide the Committee with independent and objective market data;
- Conduct compensation analysis;
- Recommend potential changes to the comparator peer group;
- Recommend plan design changes;
- Advise on risks associated with compensation plans; and
- Review and advise on pay programs and pay levels.

These services are provided as requested by the Committee throughout the year.

Executive Compensation Benchmarking

The companies comprising the comparator peer group are selected based on the following considerations:

- Market capitalization;
- Revenue and number of employees;
- Scope in terms of global impact and reach; and
- Industry affiliation.

Industry affiliation includes companies that are involved in the oil and natural gas and energy services industries. The comparator peer group is reviewed annually by the Committee to ensure relevance, with data provided to the Committee by the independent, external compensation consultant. The Committee targets between 20 and 25 companies for our comparator peer group.

Comparator Peer Group

The 2015 comparator peer group was composed of specific peer companies within the energy industry as well as selected companies representing general industry. This peer group was utilized to determine market levels of total compensation for the 2015 calendar year.

The comparator peer group used for our 2015 compensation review, changed slightly from the comparator peer group used for our 2014 compensation review. To modestly adjust the size of the comparator peer group for 2015 so that we were closer to the median in terms of revenue and market capitalization, the Committee removed Murphy Oil Corporation.

Our 2015 comparator peer group consisted of the following companies:

- 3M Company
- Anadarko Petroleum Corporation
- Apache Corporation
- Baker Hughes Incorporated
- Caterpillar Inc.
- ConocoPhillips
- Deere and Company
- Emerson Electric Co.
- Fluor
- Hess Corporation
- Honeywell International Inc.
- Johnson Controls, Inc.
- National Oilwell Varco, Inc.
- Occidental Petroleum Corporation
- Raytheon Co.
- Schlumberger Ltd.
- Transocean Ltd.
- Weatherford International, Ltd.

Analysis of Market Data

The market data is size adjusted by revenue as necessary so that it is comparable with our trailing 12 month revenue. We size adjust the total compensation benchmarking data because of variances in market capitalization and revenue size among the companies comprising our comparator peer group. These adjusted values are used as the basis of comparison of compensation between our executives and those of the comparator peer group.

Total executive compensation for each NEO is structured to target market competitive pay levels in base salary and short- and long-term incentive opportunities. We also place an emphasis on variable pay at risk, which enables this compensation structure to position actual pay above or below the 50th percentile of our comparator peer group depending on performance.

A consistent pre-tax, present value methodology is used in assessing stock-based and other long-term incentive awards, including the Black-Scholes model used to value stock option grants.

The independent, external compensation consultant gathers and performs an analysis of market data for each NEO, comparing each of their individual components of compensation as well as total compensation to that of the comparator peer group. This competitive analysis consists of market data comparing each of the pay elements and total compensation at the 25th, 50th, and 75th percentiles of the comparator peer group to current compensation for each of the NEOs.

Pay for Performance Analysis

As part of the Compensation Committee's review of our executive compensation program, the Committee reviews a one- and three-year pay for performance analysis against our comparator peer group. The review examines the degree of alignment between our CEO's realizable compensation relative to the realizable compensation of CEOs in our comparator peer group and our Return on Capital Employed, or ROCE, compared to the ROCE of our comparator peer group. ROCE is calculated as follows:

$$\text{ROCE} = \frac{\text{Net income + after-tax interest expense}}{\text{Stockholders' equity (average of beginning and end of period) + Debt (average of beginning and end of period)}}$$

Total realizable compensation consisted of the following:

- base salary paid;
- cash incentive payouts;
- In-the-money value of stock options grants during the one- or three-year period valued as of December 31, 2014;
- face value of restricted stock grants during the one- or three-year period valued as of the December 31, 2014; and
- for performance based awards, (i) target value for awards still outstanding as of December 31, 2014 and (ii) realized value for performance periods beginning and ending within the one- or three-year period.

This analysis demonstrated the following for the period ending December 31, 2014:

One-Year HAL Performance		*One-Year HAL Total Realizable Compensation*	
ROCE:	89th percentile	CEO:	89th percentile

Three-Year HAL Performance		*Three-Year HAL Total Realizable Compensation*	
ROCE:	84th percentile	CEO:	68th percentile

Based on the foregoing analysis, the Committee determined that our pay and performance are appropriately aligned.

The Committee selected ROCE for this analysis because we believe it is the best indicator of long-term Company performance, while reinforcing the Company's objective for sustained long-term performance and value creation. ROCE measures Company profitability as well as the efficiency by which we deploy capital. It is also a measure that is tracked and understood by our stockholders. The Compensation Committee believes that tying a part of our NEOs long-term incentive opportunity to the achievement of challenging ROCE targets will help to increase revenue and improve margins and maintain focus on cost control. We chose ROCE as a performance measure rather than total shareholder return, or TSR, due to the cyclical nature of our business and because we believe ROCE has a greater line of sight from our management team to impact our financial results.

Integration of Compensation Components, Plan Design, and Decision-Making

The Committee considers all elements of the executive compensation package for each NEO for the upcoming year in December. The Committee receives historical and prospective breakdowns of the total compensation components for each NEO as follows:

- Individual two-year total compensation history, which includes base salary, short- and long-term incentives, and other benefits and perquisites and for the CEO, the Committee reviews the pay-for-performance analysis described above;
- Total company-awarded stock position, including vested and unvested awards;
- Detailed supplemental retirement award calculations; and
- The market analysis prepared by the independent, external compensation consultant.

The Committee also reviews our pay versus performance as well as the results of the advisory vote on executive compensation held at the prior year's annual meeting and considers those results.

In making compensation decisions, each of the following compensation elements is reviewed separately and collectively:

- Base salary;
- Short-term (annual) incentives;
- Long-term incentives; and
- Supplemental executive retirement benefits.

Of these elements, all but base salary are variable and at risk of forfeiture. The Committee uses base salary as the primary reference point for determining the target value and actual value of each of the above elements of compensation, individually and in the aggregate, for each NEO. This assists the Committee in confirming that our compensation package for NEOs is appropriate and competitive to our comparator peer group.

The Committee then considers the following when making final compensation determinations:

- How compensation elements serve to appropriately motivate and reward each NEO;
- Competitively positioning each NEO's total compensation to retain their services;
- Individual NEO performance in reaching financial and operational objectives;
- Sustained levels of performance, future potential, time in position, and years of service; and
- Other factors including operational or functional goals as the Committee determines are appropriate.

These factors are considered on an unweighted basis in making final pay decisions and to ensure internal equity among positions having similar scope and responsibility.

After considering these factors, the Committee then sets the final compensation opportunity for each NEO so that their actual total compensation is consistent with our executive compensation philosophy of paying at the 50th percentile or higher for those years of superior performance and paying below the 50th percentile when performance does not meet competitive standards.

The procedures used to set compensation for each of the NEOs are the same. Variations do exist in the amounts of compensation among the NEOs as a result of each NEO's position and corresponding scope of responsibility, individual performance, length of time in the role, and differences in the competitive market pay levels for their positions.

Generally, in years when we achieve financial results substantially above or below expectations, actual compensation may fall outside the initial targets established by the Committee.

Determination of CEO and NEO Target Total Compensation

When determining target total compensation for Mr. Lesar, the Committee takes into consideration competitive market pay levels for the CEOs in the comparator peer group. They also consider Mr. Lesar's performance and accomplishments in the areas of business development and expansion, management succession, development and retention of management, ethical leadership, and the achievement of financial and operational objectives.

Each year, Mr. Lesar and the members of the Board agree upon a set of objectives addressing the following areas specified in our corporate governance guidelines:

- Leadership and vision;
- Integrity;
- Keeping the Board informed on matters affecting Halliburton and its operating units;
- Performance of the business;
- Accomplishment of strategic objectives; and
- Development of management.

The Board determined that Mr. Lesar met these objectives in 2015 through the following achievements:

- Halliburton and its business units maintained superior relative performance against major competitors in terms of revenue growth and Return on Capital Employed for the 5 year period ending December 31, 2015 (performance of the business);
- Led the organization through the business cycle through effective stakeholder communication; maintained high visibility with employees, investors, and customers, particularly following the announcement of the pending Baker Hughes acquisition (leadership and vision);

- Maintained unwavering commitment to our Health, Safety and Environment program. For the third consecutive year, Dow Jones Sustainability Index recognized Halliburton as best in class as it relates to the environment (leadership and vision);
- Continued to expose the next generation of management to the Board, further enhanced management/employee succession process, strengthened diversity initiatives, and focused senior management on talent development initiatives. Our overall Human Capital Development process has been ranked as best in class across all industries by the Dow Jones Sustainability Index (development of management);
- Maintained unwavering commitment to our Code of Business Conduct and continued to act in a role model capacity as it relates to ethical behavior (integrity);
- Communicated regularly with the members of the Board providing status reports and notification of issues of concern and provided unfettered access to management and subject matter experts (keeping the Board informed); and
- Continued to work toward the closing of the pending Baker Hughes acquisition, including finalizing all regulatory filings, completing the divestiture proposals, and preparing for integration activities (accomplishment of strategic objectives).

Other NEO compensation is determined similar to that of the CEO by evaluating each NEO's performance and considering the market competitive pay levels of the comparator peer group for the NEO's position.

Base Salary

The Committee generally targets base salaries at the median of the comparator peer group; however, the Committee also considers the following factors when setting base salary:

- Level of responsibility;
- Experience in current role and equitable compensation relationships among internal peers;
- Performance and leadership; and
- External factors involving competitive positioning, general economic conditions, and marketplace compensation trends.

No specific formula is applied to determine the weight of each factor. Salary reviews are conducted annually to evaluate each executive; however, individual salaries are not necessarily adjusted each year.

The Committee approved the following base salaries effective January 1, 2015:

NEO	2014 Salary	2015 Salary	% Increase
Mr. Lesar	$ 1,630,000	$ 1,750,000	7.4%
Mr. Garcia(1)	$ 380,000	$ 450,000	18.4%
Mr. Brown	$ 820,000	$ 900,000	9.8%
Mr. Miller(2)	$ 1,000,000	$ 1,000,000	0%
Mr. Rainey	$ 788,000	$ 835,000	6.0%

(1) *The salary increase was in recognition of Mr. Garcia's promotion to Senior Vice President of Finance, and Acting Chief Financial Officer.*

(2) *Mr. Miller did not receive a salary increase on January 1, 2015 as his salary was determined to be aligned with the market.*

In an effort to help manage fixed costs during the downturn, all our NEOs took a voluntary reduction in base salary on April 1, 2015. Mr. Lesar took a 6.9% reduction in his base salary and all other NEO's took a 3% reduction. The column 2015 Salary above does not reflect these salary reductions.

Short-term (Annual) Incentives

The Committee established the Annual Performance Pay Plan to:

- Reward executives and other key members of management for improving financial results that drive the creation of economic value for our stockholders; and
- Provide a means to connect individual cash compensation directly to our performance.

The Annual Performance Pay Plan provides for performance awards in accordance with the terms of the Stock and Incentive Plan.

The Annual Performance Pay Plan provides an incentive to our NEOs to achieve the business objective of generating more earnings than normally expected by the investors who have provided us with capital to grow our business. We measure achievement of this objective using Cash Value Added, or CVA.

CVA is a financial measurement that demonstrates the amount of economic value added to our business. The formula for calculating CVA is as follows:

Operating Income	
	+ Interest Income
	+ Foreign Currency Gains (Losses)
	+ Other Nonoperating Income (Expense), Net
=	Net Operating Profit
	– Income Taxes
=	**Net Operating Profit After Taxes**

Net Invested Capital	
x Weighted Average Cost of Capital	
=	**Capital Charge**

Cash Value Added (CVA) = Net Operating Profit After Taxes - Capital Charge

Net Operating Profit After Taxes equals the sum of operating income plus interest income plus foreign currency gains (losses) plus other nonoperating income (expense), reduced by our income taxes. When determining actual CVA performance, we apply our effective income tax rate.

Capital Charge equals total assets (excluding deferred income tax assets) less total liabilities (excluding debt and deferred income tax liabilities) multiplied by a weighted average cost of capital percentage.

Cash Value Added is computed monthly and accumulated throughout the calendar year. Adjustments in the calculation of the CVA payout may, at times, be approved by the Committee and can include the treatment of unusual items that may have impacted our actual results.

At the beginning of each plan year, the Committee approves an incentive award schedule that equates given levels of CVA performance with varying reward opportunities paid in cash. The performance goals range from "Threshold" to "Target" to "Maximum." Threshold reflects the minimum CVA performance level which must be achieved in order for awards to be earned and Maximum reflects the maximum level that can be earned.

These goals are based on our annual operating plan, as reviewed and approved by our Board, and are set at levels believed to be sufficient to meet or exceed stockholder expectations of our performance, as well as expectations of the relative performance to our competitors. Given the cyclical nature of our business, our performance goals vary from year to year, which can similarly impact the difficulty in achieving these goals.

The Committee set the 2015 performance goals for our NEOs based on company-wide consolidated CVA results. Threshold CVA was based on 90% of planned operating income, Target CVA on 100% of planned operating income, and Maximum CVA on 110% of planned operating income.

The Committee set the 2015 performance levels for our NEOs based on the company-wide consolidated CVA results:

Metric	Threshold	Target	Maximum	Actual
CVA	-$892 M	-$692 M	-$492 M	-$1,118 M

Because the 2015 CVA actual results were below Threshold, our NEOs did not receive a CVA payout.

The Compensation Committee has selected CVA as the sole measure upon which to base our short-term incentive program because it is a key measure on which we set our performance expectations for the year and we believe that CVA is a proven driver of value creation for stockholders of the Company.

The Compensation Committee considers other business performance factors, including health, safety, and environment and service quality, in determining the final payout amounts under the Annual Performance Pay Plan.

Individual incentive award opportunities are established as a percentage of base salary at the beginning of the plan year. The maximum amount a NEO can receive is limited to two times the target opportunity level. The level of achievement of annual CVA performance determines the dollar amount of incentive compensation payable to participants following completion of the plan year.

The Committee set incentive award opportunities under the plan as follows:

NEO	Threshold Opportunity	Target Opportunity	Maximum Opportunity
Mr. Lesar	60%	150%	300%
Mr. Garcia	30%	75%	150%
Mr. Brown	44%	110%	220%
Mr. Miller	50%	125%	250%
Mr. Rainey	44%	110%	220%

Threshold, Target, and Maximum opportunity dollar amounts can be found in the Grants of Plan-Based Awards in Fiscal 2015 table.

Over the past ten years, the Annual Performance Pay Plan achieved Maximum performance levels five times, achieved Target performance level two times, and fell short of the Threshold performance level three times.

Long-term Incentives

The Committee established the Stock and Incentive Plan to achieve the following objectives:

- Reward consistent achievement of value creation and operating performance goals;
- Align management with stockholder interests; and
- Encourage long-term perspectives and commitment.

Our Stock and Incentive Plan provides for a variety of cash and stock-based awards, including nonqualified and incentive stock options, restricted stock and units, performance shares and units, stock appreciation rights, and stock value equivalents. Under the Stock and Incentive Plan, the Committee may, at its discretion, select from among these types of awards to establish individual long-term incentive awards.

Long-term incentives represent the largest component of total executive compensation opportunity. We believe this at-risk based compensation ties executive pay closely to stockholders' interests.

For 2015, we used a combination of long-term incentive vehicles, including time-based restricted stock or restricted stock units, performance units, and nonqualified stock options. Except where there is a distinction to make between restricted stock and restricted stock units, this Compensation Discussion and Analysis refers to both restricted stock and restricted stock units as "restricted stock". In response to stockholder feedback, we modified our long-term incentive mix from 40% performance units, 40% restricted stock, and 20% stock options to weight it more heavily towards performance units. In 2015, our operations-based incentives in the form of performance units were targeted to 50% of the long-term incentive value, another 35% was delivered through restricted stock, and the remaining 15% was delivered in stock options.

Using a mix of incentives allows us to provide a diversified yet balanced long-term incentive program that effectively addresses volatility in our industry and in the stock market, in addition to maintaining an incentive to meet performance goals. Value to be earned by a NEO from stock options and restricted stock are directly tied to our stock price performance and, therefore, directly to stockholder value. Additionally, restricted stock provides a significant retention incentive while the 2013 cycle Performance Unit Program motivates the NEOs to also focus on improving long-term returns on capital employed, measured on both absolute and relative bases. Because of the pending acquisition of Baker Hughes Incorporated, the Committee decided to modify the Performance Unit Program for the 2015 cycle, as described in the 2015 Cycle Performance Unit Program Opportunities for NEOs section below.

In determining the size of long-term incentive awards, the Committee first considers market data for comparable positions and then may adjust the awards upwards or downwards based on the Committee's review of internal equity. This can result in positions of similar magnitude and pay receiving awards of varying size. The 2015 restricted stock and stock option awards for each NEO were based primarily on market data and were targeted to the market median.

Restricted Stock and Stock Options

Our restricted stock and stock option awards are granted under the Stock and Incentive Plan and are listed in the Grants of Plan-Based Awards in Fiscal 2015 table.

Restricted stock grants are generally subject to a graded vesting schedule of 20% per year over five years. However, different vesting schedules may be utilized at the discretion of the Committee. Shares of restricted stock receive dividend or dividend equivalent payments.

Stock option awards vest over a three-year graded vesting period with $33^{1/3}$% of the grant vesting each year. All options are priced at the closing stock price on the date the grant is approved by the Committee.

The stock and option award columns in the Summary Compensation Table reflect the aggregate grant date fair value of the restricted stock and option awards for each NEO.

2013 Cycle Performance Unit Program Payout for NEOs

The 2013 cycle Performance Unit Program provides NEOs and other selected executives with incentive opportunities based on our consolidated Return on Capital Employed, or ROCE, during a three-year performance period. This program reinforces our objectives for sustained long-term performance and value creation. It also reinforces strategic planning processes and balances short- and long-term decision making.

The program measures ROCE on both an absolute and a relative basis to the results of our comparator peer group companies used for the Performance Unit Program. The three-year performance period aligns this measurement with our and our comparator peer group's business cycles.

ROCE indicates the efficiency and profitability of our capital investments and is determined based on the ratio of earnings divided by average capital employed. The formula for ROCE is set forth in the Pay for Performance Analysis section.

The comparator peer group used for the Performance Unit Program is comprised of oilfield equipment and service companies and domestic and international exploration and production companies. This comparator peer group is used for the Performance Unit Program because these companies represent the timing, cyclicality, and volatility of the oil and natural gas industry and provide an appropriate industry group to measure our relative performance against. This comparator peer group as disclosed in our 2014 proxy statement was used for the 2013 cycle of the Performance Unit Program.

The 2013 cycle of the Performance Unit Program ended on December 31, 2015. Both the absolute and relative performance measures established at the beginning of the cycle were approved by the Committee. The Committee decided to exclude any Baker Hughes acquisition and integration related expenses from the calculation because the transaction and the associated costs were not anticipated when the targets were initially set in February 2013. The 2013 cycle of the Performance Unit Program yielded an award paid at 125% of the target opportunity level as shown in the table below.

2013 Cycle - Performance Matrix

HAL 3-Year Average ROCE	% of Target Incentive Paid			
Above 13%	75%	100%	150%	200%
11% to 13%	50%	75%	125%	150%
9% to < 11%	0%	50%	100%	125%
Below 9%	0%	0%	50%	75%
Absolute ↑	Less than 25th Percentile	25th to 49th Percentile	50th to 75th Percentile	Above 75th Percentile

While we achieved average ROCE of 9.09% for the three-year period ending December 31, 2015, which was top quartile performance relative to our performance peers, the ROCE performance as measured on an absolute basis was below the target level of 11%.

The NEOs received these payments in 2016 as set forth in the Non-Equity Incentive Plan Compensation column in the Summary Compensation Table and in the related narrative following the table.

The program allows for rewards to be paid in cash, stock, or a combination of cash and stock. Over the past ten years, the program has achieved maximum performance levels six times and between maximum and target four times.

2015 Cycle Performance Unit Program Opportunities for NEOs

In anticipation of the pending Baker Hughes acquisition, the Committee modified the 2015 cycle of the Performance Unit Program and replaced the 50% relative and 50% absolute ROCE measures with quantitative Baker Hughes integration related metrics. This was done in order to keep management's focus on the integration prior to, during, and post acquisition. In revising the 2015 cycle Performance Unit Program, the Committee used two equally weighted performance metrics based on: (i) the cumulative integration cost synergies realized through December 31, 2017, and (ii) a target for the combined company's effective tax rate as of December 31, 2017. The Committee provisionally determined that if we did not acquire Baker Hughes, the 2015 cycle of the Performance Unit Program would be based on 100% relative ROCE measures with relative performance measured for the three-year period ending December 31, 2017 against the following Performance Unit Program peer group which remains unchanged from the 2014 Performance Unit Program peer group:

- Anadarko Petroleum Corporation
- Apache Corporation
- Baker Hughes Incorporated
- Cameron International Corporation
- Chesapeake Energy Corporation
- Devon Energy Corporation
- Hess Corporation
- Marathon Oil Corporation
- Murphy Oil Corporation

- Nabors Industries Ltd.
- National Oilwell Varco, Inc.
- Schlumberger Ltd.
- Transocean Ltd.
- Weatherford International, Ltd.
- The Williams Companies, Inc.

Due to their competitive nature, we do not disclose prospective metric targets.

Individual incentive opportunities are established based on market references and the NEO's role within the organization. The Threshold, Target, and Maximum columns under the heading Estimated Future Payouts Under Non-Equity Incentive Plan Awards in the Grants of Plan-Based Awards in Fiscal 2015 table indicate the potential payout for each NEO under the Performance Unit Program for the 2015 cycle. The potential payouts are performance driven and completely at risk. Actual payout amounts, if any, will not be determined until the three-year cycle closes on December 31, 2017.

Supplemental Executive Retirement Plan

The objective of the Supplemental Executive Retirement Plan, or SERP, is to provide a competitive level of pay replacement upon retirement. The current pay replacement target is 75% of final base salary at age 65 with 25 years of service.

The material factors and guidelines considered in making an allocation include:

- Retirement benefits provided, both qualified and nonqualified;
- Current compensation;
- Length of service; and
- Years of service to normal retirement.

The calculation takes into account the following variables:

- Base salary;
- Years of service;
- Age;
- Employer portion of qualified plan savings;
- Age 65 value of any defined benefit plan; and
- Existing nonqualified plan balances and any other retirement plans.

Several assumptions are made annually and include a base salary increase percentage, qualified and nonqualified plan contributions and investment earnings, and an annuity rate. These factors are reviewed and approved annually by the Committee in advance of calculating any awards.

To determine the annual benefit, external actuaries calculate the total lump sum retirement benefit needed at age 65 from all company retirement sources to produce an annual retirement benefit of 75% of final base salary. Company retirement sources include any qualified benefit plans and contributions to nonqualified benefit plans. If the combination of these two sources does not yield a total retirement balance that will meet the 75% objective, then contributions may be made annually through the SERP to bring the total benefit up to the targeted level.

To illustrate, assume $10 million is needed at age 65 to produce an annual retirement benefit equal to 75% of final base salary. The participant is projected to have $3 million in his qualified benefit plans at retirement and $4 million in his nonqualified retirement plans at retirement. Since the total of these two sources is $7 million, a shortfall of $3 million results. This is the amount needed to achieve the 75% pay replacement objective. Such shortfall may be offset through annual contributions to the SERP.

Participation in the SERP is limited to the direct reports of the CEO and other selected executives as recommended by the CEO and approved at the discretion of the Committee. However, participation one year does not guarantee future participation. In 2015, the Committee authorized retirement allocations under the SERP to all NEOs as listed in the 2015 Nonqualified Deferred Compensation table and as included in the All Other Compensation column in the Summary Compensation Table. The average annual amounts allocated over the history of participation are as follows: Mr. Lesar: $353,682; Mr. Garcia: $221,000; Mr. Brown: $521,875; Mr. Miller: $474,250; and Mr. Rainey: $436,500.

All of the NEOs are fully vested in their respective account balances. Balances earn interest at an annual rate of 5%

Other Executive Benefits and Policies

Retirement and Savings Plan

All NEOs participate in the Halliburton Retirement and Savings Plan, which is the defined contribution benefit plan available to all eligible U.S. employees. The matching contributions amounts we contributed on behalf of each NEO are included in the Supplemental Table: All Other Compensation immediately following the Summary Compensation Table.

Elective Deferral Plan

All NEOs may participate in the Halliburton Elective Deferral Plan, which was established to provide highly compensated employees with an opportunity to defer earned base salary and incentive compensation in order to help meet retirement and other future income needs.

The Elective Deferral Plan is a nonqualified deferred compensation plan and participation is completely voluntary. Pre-tax deferrals of up to 75% of base salary and/or eligible incentive compensation are allowed each calendar year. Gains or losses are credited based upon the participant's election from among 12 benchmark investment choices with varying degrees of risk.

In 2015, Messrs. Lesar and Rainey participated in this plan by deferring a percentage of their compensation. Mr. Brown has an account balance from participation in prior years. Messrs. Garcia and Miller are not participants in the plan. Further details can be found in the 2015 Nonqualified Deferred Compensation table.

Benefit Restoration Plan

The Halliburton Company Benefit Restoration Plan provides a vehicle to restore qualified plan benefits which are reduced as a result of limitations imposed under the Internal Revenue Code or due to participation in other plans we sponsor. It also serves to defer compensation that would otherwise be treated as excessive employee remuneration within the meaning of Section 162(m) of the Internal Revenue Code.

In 2015, all NEOs received awards under this plan in the amounts included in the Supplemental Table: All Other Compensation and the 2015 Nonqualified Deferred Compensation table.

Perquisites

Country club memberships are limited and provided on an as-needed basis for business purposes only. Mr. Brown had a club membership in 2015.

We do not provide cars to our NEOs. However, for security purposes and to allow for the efficient use of Mr. Lesar's time, a company-leased car and part-time driver are provided for Mr. Lesar for the primary purpose of commuting to and from work.

A taxable benefit for executive financial planning is provided with the amount dependent on the NEO's level within the company. This benefit does not include tax return preparation. It is paid, only if used, on a reimbursable basis.

We also provided for security at the personal residences of Messrs. Lesar, Garcia, and Miller during 2015.

At the direction of the Board, Mr. Lesar, his spouse, and children use company aircraft for all travel. The only personal use of the company aircraft in 2015 for other NEOs is for spousal and dependent travel on select business trips.

Mr. Rainey is an expatriate under our long-term expatriate business practice and as such receives certain assignment allowances including a goods and services differential and host country housing and utilities. A differential is commonly paid to expatriates in assignment locations where the cost of goods and services is greater than the cost for the same goods and services in the expatriate's home country. Differentials are determined by Mercer/ORC, a third-party consultant. As part of his expatriate assignment, Mr. Rainey also participates in our tax equalization program, which neutralizes the tax effect of the international assignment and approximates the tax obligation the expatriate would pay in his home country.

Specific amounts for the above mentioned perquisites are detailed for each NEO in the Supplemental Table: All Other Compensation.

Clawback Policy

We have a clawback policy under which we will seek to recoup incentive compensation in all appropriate cases paid to, awarded to, or credited for the benefit of any of our executive officers, which include all the NEOs, if and to the extent that:

- The amount of incentive compensation was calculated based on the achievement of financial results that were subsequently reduced due to a restatement of our financial results;
- The officer engaged in fraudulent conduct that caused the need for the restatement; and
- The amount of incentive compensation that would have been awarded or paid to the officer, had our financial results been properly reported, would have been lower than the amount actually paid or awarded.

Any such officer who receives incentive compensation based on the achievement of financial results that are subsequently the subject of a restatement will not be subject to recoupment unless the officer personally participates in the fraudulent conduct.

In addition, in January 2013, we amended the policy to provide that we will seek to recoup incentive compensation in all appropriate cases paid to, awarded to, or credited for the benefit of any of our executive officers, which include all the NEOs, and certain other senior officers if and to the extent that:

- It is determined that, in connection with the performance of that officer's duties, he or she substantially participated in a breach of a fiduciary duty arising from a material violation of a U.S. federal or state law, or both (A) had direct supervisory responsibility over an employee who substantially participated in such a violation and (B) recklessly disregarded his or her own supervisory responsibilities; or
- the officer is named as a defendant in a law enforcement proceeding for having substantially participated in a breach of a fiduciary duty arising from a material violation of a U.S. federal or state law, the officer disagrees with the allegations relating to the proceeding and either (A) we initiate a review and determine that the alleged action is not indemnifiable or (B) the officer does not prevail at trial, enters into a plea arrangement, agrees to the entry of a final administrative or judicial order imposing sanctions, or otherwise admits to the violation in a legal proceeding.

Depending on the officer and the circumstances described in the immediately preceding paragraph, the disinterested members of the Board, the disinterested members of the Compensation Committee, the disinterested members of the Nominating and Corporate Governance Committee and/or the members of a management committee may be involved in reviewing, considering and making determinations regarding the officer's alleged conduct, whether recoupment is appropriate or required, and the type and amount of incentive compensation to be recouped from the officer.

The policy also provides that, to the extent permitted by applicable law and not previously disclosed in a filing with the SEC, we will disclose in our proxy statement the circumstances of any recoupment arising under the policy or that there has not been any recoupment pursuant to the policy for the prior calendar year. There was no recoupment under the policy in 2015.

Stock Ownership Requirements

We have stock ownership requirements for our executive officers, which include all the NEOs, to further align their interests with our stockholders.

As a result, Mr. Lesar is required to own Halliburton common stock in an amount equal to or in excess of six times his annual base salary. Executive officers that report directly to Mr. Lesar are required to own an amount of Halliburton common stock equal to or in excess of three times their annual base salary, and all other executive officers are required to own an amount of Halliburton common stock equal to or in excess of two times their annual base salary. The Committee reviews their holdings, which include restricted shares and all other Halliburton common stock owned by the officer, at each December meeting. Each executive officer has five years to meet the requirements, measured from the later of September 12, 2011 or the date the officer first becomes subject to the ownership level for the applicable office.

After the five-year stock ownership period, as described above, executive officers who have not met their minimum ownership requirement must retain 100% of the net shares acquired upon stock option exercises and restricted stock vesting until they achieve their required ownership level. During this time period, any stock option exercises must be an exercise and hold.

As of December 31, 2015, all NEOs met the requirements.

Hedging and Pledging

Our executive officers are prohibited from hedging activities related to Halliburton securities and the pledging of Halliburton securities, except that hedging activities in connection with or related to a bona fide charitable donation may be approved in advance at the sole discretion of the General Counsel.

Elements of Post-Termination Compensation and Benefits

Termination events that trigger payments and benefits include normal or early retirement, cause, death, disability, and voluntary termination. Post-termination or change-in-control payments may include severance, accelerated vesting of restricted stock and stock options, maximum payments under cash-based short- and long-term incentive plans, nonqualified account balances, and health benefits, among others. The Post-Termination or Change-In-Control Payment table in this proxy statement indicates the impact of various events on each element of compensation for the NEOs.

Impact of Regulatory Requirements on Compensation

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public companies for compensation paid to the CEO or any of the four other most highly compensated officers to the extent the compensation exceeds $1 million in any year. Qualifying performance-based compensation is not subject to this limit if certain requirements are met.

Our policy is to utilize available tax deductions whenever appropriate and consistent with our compensation philosophy. When designing and implementing executive compensation programs, we consider all relevant factors, including tax deductibility of compensation. Accordingly, we have attempted to preserve the federal tax deductibility of compensation in excess of $1 million a year to the extent doing so is consistent with our executive compensation objectives; however, we may from time to time pay compensation to our executives that may not be fully deductible.

Our Stock and Incentive Plan enables qualification of stock options, stock appreciation rights, and performance share awards as well as short- and long-term cash performance plans under Section 162(m).

To the extent required by Section 304 of the Sarbanes-Oxley Act of 2002, we will make retroactive adjustments to any cash or equity-based incentive compensation paid to the CEO and CFO where the payment was predicated upon the achievement of certain financial results that were subsequently the subject of restatement. When and where applicable, we will seek to recover any amount determined to have been inappropriately received by the CEO and CFO.

COMPENSATION COMMITTEE REPORT

We have reviewed and discussed the Compensation Discussion and Analysis with Company management and, based on such review and discussions, we recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

THE COMPENSATION COMMITTEE
James R. Boyd
Milton Carroll
Murry S. Gerber
Robert A. Malone
Debra L. Reed

EXECUTIVE COMPENSATION TABLES

SUMMARY COMPENSATION TABLE

The following tables set forth information regarding the CEO, CFO, and our three other most highly compensated executive officers for the fiscal year ended December 31, 2015.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change In Pension Value and NQDC Earnings ($)	All Other Compensation ($)	Total ($)
David J. Lesar	2015	1,660,000	0	3,867,735	2,103,341	5,999,513	299,127	1,941,613	15,871,329
Chairman of the Board and	2014	1,630,000	0	3,912,000	2,178,163	10,872,600	269,185	1,698,209	20,560,157
Chief Executive Officer	2013	1,630,000	0	4,793,714	2,381,533	10,180,804	155,196	1,723,967	20,865,214
Christian A. Garcia Senior Vice President, Finance and Acting Chief Financial Officer[(1)]	2015	439,875	0	701,100	381,669	217,564	8,489	363,494	2,112,191
James S. Brown	2015	879,750	0	1,281,455	697,943	1,634,785	101,969	1,360,886	5,956,788
President – Western	2014	820,000	0	1,304,000	727,685	3,482,000	79,934	986,492	7,400,111
Hemisphere	2013	788,000	0	1,579,344	785,785	2,743,666	57,834	992,489	6,947,118
Jeffrey A. Miller	2015	977,500	0	2,169,515	1,179,488	2,218,718	30,615	1,084,536	7,660,372
President	2014	912,500	0	5,639,516	1,407,673	2,114,375	14,428	892,290	10,980,782
	2013	800,000	0	1,933,684	961,939	1,565,460	3,406	676,731	5,941,220
Joe D. Rainey	2015	816,212	0	1,281,455	697,943	1,634,785	75,712	2,720,300	7,226,407
President – Eastern	2014	788,000	0	1,304,000	727,685	3,418,000	97,957	3,011,531	9,347,173
Hemisphere	2013	788,000	0	1,579,344	785,785	2,730,866	78,858	1,995,925	7,958,778

(1) Effective January 1, 2015, Mr. Garcia assumed the role of Acting Chief Financial Officer.

Salary. The amounts represented in the Salary column are attributable to annual salary earned by each NEO. Information related to salary increases in 2015 is discussed in the Compensation Discussion and Analysis under Base Salary.

Stock Awards. The amounts in the Stock Awards column reflect the grant date fair value of the restricted stock awarded in 2015. Except where there is a distinction to make between the two types of awards, this proxy statement refers to both restricted stock and restricted stock units as "restricted stock." We calculate the fair value of restricted stock awards by multiplying the number of restricted shares or units granted by the closing stock price as of the award's grant date.

Option Awards. The amounts in the Option Awards column reflect the grant date fair value of the stock options awarded in 2015. The fair value of stock options is estimated using the Black-Scholes option pricing model. For a discussion of the assumptions made in these valuations, refer to Note 12 to the Consolidated Financial Statements, Stock-based Compensation, in the Halliburton Company Form 10-K for the fiscal year ended December 31, 2015.

Non-Equity Incentive Plan Compensation. The amounts represented in the Non-Equity Incentive Plan Compensation column are for amounts earned in 2015 and paid in 2016 for the Halliburton Annual Performance Pay Plan and the 2013 cycle Performance Unit Program. Information about these programs can be found in the Compensation Discussion and Analysis under Short-term (Annual) Incentives for the Halliburton Annual Performance Pay Plan and under Long-term Incentives—2013 Cycle Performance Unit Program Payout for NEOs for the Performance Unit Program.

The Threshold, Target, and Maximum amounts for the 2015 Halliburton Annual Performance Pay Plan and the 2015 cycle of the Performance Unit Program can be found in the Grants of Plan-Based Awards in Fiscal 2015 table under the Estimated Future Payouts Under Non-Equity Incentive Plan Awards.

As discussed in the Compensation Discussion and Analysis, no amounts were earned by our NEOs under the 2015 Halliburton Annual Performance Pay Plan because the minimum threshold performance level was not achieved. The 2013 cycle Performance Unit Program amounts paid to each NEO are: $5,999,513 for Mr. Lesar; $217,564 for Mr. Garcia; $1,634,785 for Mr. Brown; $2,218,718 for Mr. Miller; and $1,634,785 for Mr. Rainey.

The amounts paid to the NEOs for the 2013 cycle Performance Unit Program differ from what is shown in the Grants of Plan-Based Awards in Fiscal Year 2015 table under Estimated Future Payments Under Non-Equity Incentive Plan Awards. The Grants of Plan-Based Awards in Fiscal Year 2015 table indicates the potential award amounts for Threshold, Target and Maximum under the 2015 cycle Performance Unit Program, which will close on December 31, 2017. The Summary Compensation Table shows amounts paid for the 2013 cycle Performance Unit Program, which closed on December 31, 2015.

Change in Pension Value and NQDC Earnings. The amounts in the Change in Pension Value and NQDC Earnings column are attributable to the above-market earnings for various nonqualified plans. The methodology for determining what constitutes above-market earnings is the difference between the interest rate as stated in the applicable nonqualified plan document and the Internal Revenue Service Long-Term 120% AFR rate as of December 31, 2015. The 120% AFR rate used for determining above-market earnings in 2015 was 3.13%.

Halliburton Company Supplemental Executive Retirement Plan Above-Market Earnings. The current interest rate for participant accounts in the Halliburton Company Supplemental Executive Retirement Plan is 5% as defined by the plan document. The above-market earnings for the plan equaled 1.87% (5% (plan interest) minus 3.13% (120% AFR rate)) for 2015. The amounts shown in this column differ from the amounts shown for the Halliburton Company Supplemental Executive Retirement Plan in the 2015 Nonqualified Deferred Compensation table under the Aggregate Earnings in Last Fiscal Year column because that table includes all earnings and losses, and the Summary Compensation Table shows above-market earnings only.

NEOs earned above-market earnings for their balances associated with the Halliburton Company Supplemental Executive Retirement Plan as follows: $183,534 for Mr. Lesar; $7,210 for Mr. Garcia; $66,888 for Mr. Brown; $24,068 for Mr. Miller; and $38,374 for Mr. Rainey.

Halliburton Company Benefit Restoration Plan Above-Market Earnings. In accordance with the plan document, participants earn monthly interest at the 120% AFR rate, provided the interest rate shall be no less than 6% per annum or greater than 10% per annum. Because the 120% AFR rate was below the 6% minimum interest threshold, the above-market earnings associated with this plan were 2.87% (6% (plan interest earned in 2015) minus 3.13% (120% AFR rate)) for 2015. The amounts shown in this column differ from the amounts shown for the Halliburton Company Benefit Restoration Plan in the 2015 Nonqualified Deferred Compensation table under the Aggregate Earnings in Last Fiscal Year column because that table includes all earnings and losses, and the Summary Compensation Table shows above-market earnings only.

NEOs earned above-market earnings for their balances associated with the Halliburton Company Benefit Restoration Plan as follows: $93,928 for Mr. Lesar; $1,279 for Mr. Garcia; $11,506 for Mr. Brown; $6,547 for Mr. Miller; and $8,104 for Mr. Rainey.

Halliburton Company Elective Deferral Plan Above-Market Earnings. The average earnings for the balances associated with the Halliburton Company Elective Deferral Plan were 3.4% for 2015. The above-market earnings associated with this plan equaled 0.27% (3.4% minus 3.13% (120% AFR rate)) for 2015. The amounts shown in this column differ from the amounts shown for the Halliburton Company Elective Deferral Plan in the 2015 Nonqualified Deferred Compensation table under the Aggregate Earnings in Last Fiscal Year column because that table includes all earnings and losses and the Summary Compensation Table shows above-market earnings only.

Messrs. Lesar, Brown, and Rainey earned above-market earnings for balances associated with the Halliburton Company Elective Deferral Plan as follows: $21,665 for Mr. Lesar; $23,575 for Mr. Brown; and $29,234 for Mr. Rainey. Messrs. Garcia and Miller are not participants in and do not have any prior balances in the Halliburton Company Elective Deferral Plan.

All Other Compensation. Detailed information for amounts included in the All Other Compensation column can be found in the Supplemental Table: All Other Compensation below.

Supplemental Table: All Other Compensation

The following table details the components of the All Other Compensation column of the Summary Compensation Table for 2015.

Name	Financial Planning ($)	Halliburton Foundation ($)	Halliburton Giving Choices ($)	HALPAC ($)	Restricted Stock Dividends ($)	HRSP Employer Match ($)	HRSP Basic Contribution ($)	Benefit Restoration Plan ($)	SERP ($)	All Other ($)	Total ($)
David J. Lesar	15,000	112,500	2,900	5,000	260,960	13,050	10,600	125,550	1,133,000	263,053	1,941,613
Christian A. Garcia	0	11,250	400	960	22,115	11,151	10,600	15,739	285,000	6,279	363,494
James S. Brown	10,000	0	780	4,934	211,532	12,948	10,600	55,328	1,000,000	54,764	1,360,886
Jeffrey A. Miller	4,675	112,500	1,000	5,000	210,215	8,883	10,600	64,125	651,000	16,538	1,084,536
Joe D. Rainey	6,500	0	1,000	5,000	0	10,639	10,600	49,609	709,000	1,927,952	2,720,300

Financial Planning. This program allows NEOs to receive financial planning services by accredited financial planners. Tax planning is not covered under this program. The amount is based on the services the NEO received in 2015. If they do not utilize the program, the amount is forfeited.

Halliburton Foundation. The Halliburton Foundation allows NEOs and other employees to donate to approved universities, medical hospitals, and primary schools of their choice. In 2015, the Halliburton Foundation matched donations up to $20,000 on a 2.25 for 1 basis. Messrs. Lesar and Miller participate in the Halliburton Foundation's matching program for Directors, which allowed their 2015 contributions up to $50,000 to qualified organizations to be matched on a 2.25 for 1 basis.

Halliburton Giving Choices. The Halliburton Giving Choices Program allows NEOs and other employees to donate to approved not-for-profit charities of their choice. We match donations by contributing ten cents for every dollar contributed by employees. The amounts shown represent the match amounts the program donated to charities on behalf of the NEOs in 2015.

Halliburton Political Action Committee. The Halliburton Political Action Committee, or HALPAC, allows NEOs and other eligible employees to donate to political candidates and participate in the political process. We match the NEO's donation to HALPAC dollar-for-dollar to a 501(c)(3) status nonprofit organization of the contributor's choice. The amounts shown represent the match amounts the program donated to charities on behalf of the NEOs in 2015.

Restricted Stock Dividends. This is the amount of dividends paid on restricted stock held by NEOs in 2015. Restricted stock units do not receive dividend payments.

Halliburton Retirement and Savings Plan Employer Match. The amount shown is the contribution we made on behalf of each NEO to the Halliburton Company Retirement and Savings Plan, our defined contribution plan. We match employee contributions up to 5% of each employee's eligible base salary, up to the 401(a)(17) compensation limit of $265,000 in 2015.

Halliburton Retirement and Savings Plan Basic Contribution. This is the contribution we made on behalf of each NEO to the Halliburton Company Retirement and Savings Plan. If actively employed on December 31, 2015, each employee receives a contribution equal to 4% of their eligible base pay, up to the 401(a)(17) compensation limit of $265,000 in 2015.

Halliburton Company Benefit Restoration Plan. This is the award earned under the Halliburton Company Benefit Restoration Plan in 2015. The plan provides a vehicle to restore qualified plan benefits which are reduced as a result of limitations on contributions imposed under the Internal Revenue Code or due to participation in other plans we sponsor and to defer compensation that would otherwise be treated as excessive employee remuneration within the meaning of Section 162(m) of the Internal Revenue Code. Associated interest, awards, and beginning and ending balances for the Halliburton Company Benefit Restoration Plan are included in the 2015 Nonqualified Deferred Compensation table. Above-market interest earned on these awards and associated balances are shown in the Summary Compensation Table under the Change in Pension Value and NQDC Earnings column.

Halliburton Company Supplemental Executive Retirement Plan. These are awards approved under the Halliburton Company Supplemental Executive Retirement Plan as discussed in the Supplemental Executive Retirement Plan section of the Compensation Discussion and Analysis. Awards are approved by our Compensation Committee annually. The SERP provides a competitive level of pay replacement for key executives upon retirement. Associated interest, awards, and beginning and ending balances for the SERP are included in the 2015 Nonqualified Deferred Compensation table.

All Other.

- *Country Club Membership Dues.* Club memberships are approved for business purposes only. During 2015, we paid club membership dues for Mr. Brown. The amount incurred was $29,119.
- *Aircraft Usage.* Mr. Lesar, his spouse, and children use our aircraft for all travel for security reasons as directed by the Board. The only personal use of company aircraft in 2015 for other NEOs was for spousal and dependent travel on select business trips. For 2015, the incremental cost to us for this personal use of our aircraft was as follows: $156,574 for Mr. Lesar; $12,494 for Mr. Brown; $3,987 for Mr. Miller; and $3,987 for Mr. Rainey. For total compensation purposes in 2015, we valued the incremental cost of the personal use of aircraft using a method that takes into account: landing, parking, hanger, flight planning services, and dead-head costs; crew travel expenses; supplies and catering; aircraft fuel and oil expenses per hour of flight; any customs, foreign permit, and similar fees; and passenger ground transportation. For tax purposes, we impute income to the NEO for the value of the spousal and dependent travel on select business trips and reimburse the NEO for the tax impact of the imputed income. For 2015 tax reimbursements for imputed income associated with this spousal and dependent travel were as follows: $44,088 for Mr. Lesar; $5,695 for Mr. Garcia; $13,151 for Mr. Brown; $9,706 for Mr. Miller; and $1,720 for Mr. Rainey.
- *Home Security.* We provide security for residences based on risk assessments which consider the NEO's position. In 2015, home security costs were as follows: $38,309 for Mr. Lesar; $584 for Mr. Garcia; and $2,845 for Mr. Miller.
- *Car/Driver.* A car and part-time driver have been assigned to Mr. Lesar so that he can work while in transit to allow him to meet customer and our needs. In 2015 the cost to us was $19,532.
- *Other Compensation for Mr. Lesar.* In 2015, Mr. Lesar received $2,672 in imputed income for relocation and $1,878 for tax equalization.
- *Other Compensation for Mr. Rainey.* In 2015, Mr. Rainey received $45,764 for cost of living adjustment; $81,621 mobility premium; $1,659,076 for tax equalization; $500 for tax preparation fees; $122,215 for imputed housing allowance; and $13,069 for auto imputed allowance. All compensation amounts are associated with his expatriate assignment and other expatriates on comparable assignments receive similar types of adjustments.

GRANTS OF PLAN-BASED AWARDS IN FISCAL 2015

The following table represents amounts associated with the 2015 cycle Performance Unit Program, the 2015 Annual Performance Pay Plan, and restricted stock and stock option awards granted in 2015 to our NEOs.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards						
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards ($/Share)	Grant Date Fair Value of Stock and Option Awards ($)
David J. Lesar		2,395,707	4,791,414	9,582,828(1)				
		1,050,000	2,625,000	5,250,000(2)				
	12/02/2015				99,300			3,867,735
	12/02/2015					176,900	38.95	2,103,341
Christian A. Garcia		119,841	239,682	479,364(1)				
		135,000	337,500	675,000(2)				
	12/02/2015				18,000			701,100
	12/02/2015					32,100	38.95	381,669
James S. Brown		800,855	1,601,710	3,203,420(1)				
		396,000	990,000	1,980,000(2)				
	12/02/2015				32,900			1,281,455
	12/02/2015					58,700	38.95	697,943
Jeffrey A. Miller		1,548,117	3,096,234	6,192,468(1)				
		500,000	1,250,000	2,500,000(2)				
	12/02/2015				55,700			2,169,515
	12/02/2015					99,200	38.95	1,179,488
Joe D. Rainey		800,855	1,601,710	3,203,420(1)				
		367,400	918,500	1,837,000(2)				
	12/02/2015				32,900			1,281,455
	12/02/2015					58,700	38.95	697,943

(1) Opportunity levels under the 2015 cycle of the Performance Unit Program.
(2) Opportunity levels under the 2015 Halliburton Annual Performance Pay Plan.

As indicated by footnote (1), the opportunities for each NEO under the 2015 cycle Performance Unit Program if the Threshold, Target or Maximum levels are achieved are reflected under Estimated Future Payouts Under Non-Equity Incentive Plan Awards. The potential payouts are performance driven and completely at risk. For more information on the 2015 cycle Performance Unit Program, refer to Long-term Incentives in the Compensation Discussion and Analysis.

As indicated by footnote (2), the opportunities for each NEO under the 2015 Halliburton Annual Performance Pay Plan are also reflected under Estimated Future Payouts Under Non-Equity Incentive Plan Awards. This plan measures company Cash Value Added as compared to our pre-established goals during a one-year period. The potential payouts are performance driven and completely at risk. For more information on the 2015 Halliburton Annual Performance Pay Program, refer to Short-term (Annual) Incentives in the Compensation Discussion and Analysis.

All restricted stock and nonqualified stock option awards are granted under the Stock and Incentive Plan. The awards listed under All Other Stock Awards: Number of Shares of Stock or Units and under All Other Option Awards: Number of Securities Underlying Options were awarded to each NEO on the date indicated by the Compensation Committee.

The annual restricted stock grants awarded to the NEOs in 2015 are subject to a graded vesting schedule of 20% per year over five years. This vesting schedule serves to motivate our NEOs to remain employed with us. All restricted shares are priced at fair market value on the date of grant. Quarterly dividends are paid on the restricted shares at the same time and rate payable on our common stock, which was $0.18 per share during 2015. Quarterly dividends are not paid on restricted stock units. The shares may not be sold, transferred or used as collateral until fully vested. The shares remain subject to forfeiture during the restricted period in the event of a NEO's termination of employment or an unapproved early retirement.

Nonqualified stock options granted in 2015 vest over a three-year graded vesting period with $33^{1/3}$% of the grants vesting each year. All options are priced at the fair market value on the date of grant using the Black-Scholes options pricing model. There are no voting or dividend rights unless the NEO exercises the options and acquires the shares.

The Estimated Future Payouts Under Equity Incentive Plan Awards columns have been omitted because awards under the Performance Unit Program and Halliburton Annual Performance Pay Plan are expected to be paid in cash and are disclosed under Estimated Future Payouts Under Non-Equity Incentive Plan Awards.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END 2015

The following table represents outstanding stock option and restricted stock awards for our NEOs as of December 31, 2015.

		Option Awards				Stock Awards	
Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock Not Vested (#)	Market Value of Shares or Units of Stock Not Vested ($)
David J. Lesar[1]	12/6/2006	–	–			8,438	287,230
	12/1/2010	108,000	–	39.19	12/1/2020	–	–
	12/6/2011	141,900	–	35.57	12/6/2021	22,000	748,880
	12/5/2012	208,900	–	33.50	12/5/2022	60,360	2,054,654
	12/4/2013	91,934	45,966	50.62	12/4/2023	56,820	1,934,153
	12/3/2014	59,367	118,733	40.75	12/3/2024	76,800	2,614,272
	12/2/2015	–	176,900	38.95	12/2/2025	99,300	3,380,172
TOTAL		**610,101**	**341,599**			**323,718**	**11,019,361**
Christian A. Garcia[2]	1/3/2007	–	–			780	26,551
	1/2/2009	13,500	–	19.45	1/2/2019	–	–
	3/8/2011	–	–			2,000	68,080
	12/6/2011	1,933	–	35.57	12/6/2021	900	30,636
	12/5/2012	4,999	–	33.50	12/5/2022	2,160	73,526
	12/4/2013	3,934	1,966	50.62	12/4/2023	4,200	142,968
	12/3/2014	2,901	5,799	40.75	12/3/2024	8,000	272,320
	12/2/2015	–	32,100	38.95	12/2/2025	18,000	612,720
TOTAL		**27,267**	**39,865**			**36,040**	**1,226,801**
James S. Brown[3]	1/3/2007	–	–			2,600	88,504
	12/2/2008	–	–			58,365	1,986,745
	12/1/2010	26,100	–	39.19	12/1/2020	–	–
	5/18/2011	–	–			106,474	3,624,375
	12/6/2011	43,700	–	35.57	12/6/2021	6,780	230,791
	12/5/2012	56,900	–	33.50	12/5/2022	16,440	559,618
	12/4/2013	30,334	15,166	50.62	12/4/2023	18,720	637,229
	12/3/2014	19,834	39,666	40.75	12/3/2024	25,600	871,424
	12/2/2015	–	58,700	38.95	12/2/2025	32,900	1,119,916
TOTAL		**176,868**	**113,532**			**267,879**	**9,118,602**
Jeffrey A. Miller[4]	1/3/2007	–	–			600	20,424
	1/1/2011	–	–			2,500	85,100
	9/27/2011	–	–			50,000	1,702,000
	1/3/2012	3,833	–	34.15	1/3/2022	3,600	122,544
	9/19/2012	–	–			50,000	1,702,000
	12/5/2012	51,466	–	33.50	12/5/2022	22,320	759,773
	12/4/2013	37,134	18,566	50.62	12/4/2023	22,920	780,197
	8/1/2014	–	–			45,300	1,542,012
	12/3/2014	38,367	76,733	40.75	12/3/2024	49,600	1,688,384
	12/2/2015	–	99,200	38.95	12/2/2025	55,700	1,896,028
TOTAL		**130,800**	**194,499**			**302,540**	**10,298,462**
Joe D. Rainey[5]	1/3/2007	–	–			600	20,424
	12/6/2011	14,566	–	35.57	12/6/2021	56,780	1,932,791
	12/5/2012	37,933	–	33.50	12/5/2022	16,440	559,618
	12/4/2013	30,334	15,166	50.62	12/4/2023	18,720	637,229
	12/3/2014	19,834	39,666	40.75	12/3/2024	25,600	871,424
	12/2/2015	–	58,700	38.95	12/2/2025	32,900	1,119,916
TOTAL		**102,667**	**113,532**			**151,040**	**5,141,402**

(1) *Mr. Lesar's stock option awards vest annually in equal amounts over three-year vesting schedules. His restricted stock awards vest in equal amounts over each grant's five-year vesting schedule, except for the December 6, 2006 award, which vests in equal amounts over ten years.*

(2) *Mr. Garcia's stock option awards vest annually in equal amounts over three-year vesting schedules. His restricted stock awards vest in equal amounts over each grant's five-year vesting schedule, except for the January 3, 2007 award, which vests in equal amounts over ten years.*

(3) *Mr. Brown's stock option awards vest annually in equal amounts over three-year vesting schedules. His restricted stock awards vest in equal amounts over each grant's five-year vesting schedule, except for the January 3, 2007 award, which vests in equal amounts over ten years, the December 2, 2008 restricted stock award, which began vesting on the sixth anniversary of the award, and vests 20% annually through year ten, and the May 18, 2011 restricted stock award, which vests 100% on May 30, 2016.*

(4) *Mr. Miller's stock option awards vest annually in equal amounts over three-year vesting schedules. His restricted stock awards vest in equal amounts over each grant's five-year vesting schedule, except for the January 3, 2007 award, which vests in equal amounts over ten years, and the September 27, 2011, September 19, 2012, and August 1, 2014 awards, which each vest 100% five years from the date of grant.*

(5) *Mr. Rainey's stock option awards vest annually in equal amounts over three-year vesting schedules. His restricted stock awards vest in equal amounts over each grant's five-year vesting schedule, except for the January 3, 2007 award, which vests in equal amounts over ten years, and the December 6, 2011 restricted stock award of 50,000 shares, which vest 100% on December 6, 2016.*

The nonqualified stock option awards listed under Option Awards include outstanding awards, exercisable and unexercisable, as of December 31, 2015.

The restricted stock awards under Stock Awards are the number of shares not vested as of December 31, 2015. The market value shown was determined by multiplying the number of unvested restricted shares at year end by the closing price of our common stock on the NYSE of $34.04 on December 31, 2015.

The Equity Incentive Plan Awards columns are omitted as we do not utilize this type of award at this time.

The narratives under the Summary Compensation Table and the Grants of Plan-Based Awards in Fiscal 2015 table contain additional information on stock option and restricted stock awards.

2015 OPTION EXERCISES AND STOCK VESTED

The following table represents stock options exercised and restricted shares that vested during fiscal year 2015 for our NEOs.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)
David J. Lesar	0	0	118,017	4,391,662
Christian A. Garcia	0	0	11,690	457,381
James S. Brown	0	0	53,055	2,045,641
Jeffrey A. Miller	0	0	39,600	1,514,552
Joe D. Rainey	0	0	36,360	1,396,209

The value realized for vested restricted stock awards was determined by multiplying the fair market value of the shares (closing price of our common stock on the NYSE on the vesting date) by the number of shares that vested. Shares vested on various dates throughout the year; therefore, the value listed represents the aggregate value of all shares that vested for each NEO in 2015.

2015 NONQUALIFIED DEFERRED COMPENSATION

The 2015 Nonqualified Deferred Compensation table reflects balances in our nonqualified plans as of January 1, 2015, contributions made by the NEO and us during 2015, any earnings (the net of the gains and losses on funds, as applicable), and the ending balance as of December 31, 2015. The plans are described in the Compensation Discussion and Analysis or the narratives to the Summary Compensation Table, and brief summaries are provided below.

Name	Plan	01/01/15 Balance ($)	Executive Contributions In Last Fiscal Year ($)	Registrant Contributions In Last Fiscal Year ($)	Aggregate Earnings In Last Fiscal Year ($)	Aggregate Withdrawals/ Distribution ($)	Aggregate Balance At Last Fiscal Year End ($)
David J. Lesar	SERP	9,820,754	0	1,133,000	490,924	0	11,444,678
	Benefit Restoration	3,023,018	0	125,550	188,548	0	3,337,116
	Elective Deferral	1,213,807	8,154,450	0	399,564	0	9,767,821
	TOTAL	**14,057,579**	**8,154,450**	**1,258,550**	**1,079,036**	**0**	**24,549,615**
Christian A. Garcia	SERP	387,074	0	285,000	19,325	0	691,399
	Benefit Restoration	32,551	0	15,739	2,298	0	50,588
	TOTAL	**419,625**	**0**	**300,739**	**21,623**	**0**	**741,987**
James S. Brown	SERP	3,582,472	0	1,000,000	179,019	0	4,761,491
	Benefit Restoration	307,051	0	55,328	21,117	0	383,496
	Elective Deferral	929,911	0	0	52,661	0	982,572
	TOTAL	**4,819,434**	**0**	**1,055,328**	**252,797**	**0**	**6,127,559**
Jeffrey A. Miller	SERP	1,291,586	0	651,000	64,494	0	2,007,080
	Benefit Restoration	117,988	0	64,125	10,240	0	192,353
	TOTAL	**1,409,574**	**0**	**715,125**	**74,734**	**0**	**2,199,433**
Joe D. Rainey	SERP	2,056,444	0	709,000	102,741	0	2,868,185
	Benefit Restoration	188,515	0	49,609	14,005	0	252,129
	Elective Deferral	2,367,819	788,000	0	133,718	0	3,289,537
	TOTAL	**4,612,778**	**788,000**	**758,609**	**250,464**	**0**	**6,409,851**

Halliburton Company Supplemental Executive Retirement Plan. The SERP provides a competitive level of pay replacement for key executives upon retirement. The current pay replacement target is 75% of final base salary at age 65 with 25 years of service. Several assumptions are made annually and include a base salary increase percentage, qualified and nonqualified plan contributions, qualified and nonqualified plan investment earnings, and an annuity rate.

Allocations under the SERP can be made once a year and are approved by the Compensation Committee at their discretion. The material factors and guidelines considered in making an allocation include:

- Retirement benefits provided from our other programs, both qualified and nonqualified;
- Current compensation;
- Length of service; and
- Years of service to normal retirement.

All of the NEOs are fully vested in their respective account balances. Balances earn interest at an annual rate of 5%.

SERP amounts shown in the Registrant Contributions in Last Fiscal Year column are included in the Summary Compensation Table under All Other Compensation.

Halliburton Company Benefit Restoration Plan. The Halliburton Company Benefit Restoration Plan provides a vehicle to restore qualified plan benefits which are reduced as a result of limitations on contributions imposed under the Internal Revenue Code or due to participation in other plans we sponsor and to defer compensation that would otherwise be treated as excessive remuneration within the meaning of Section 162(m) of the Internal Revenue Code. Awards are made annually to those who meet these criteria and earned interest at an annual rate as defined by the plan document. Awards and corresponding interest balances are 100% vested and distributed upon separation.

In accordance with the plan document, participants earn monthly interest at the 120% AFR rate, provided the interest rate shall be no less than 6% per annum or greater than 10% per annum. Because the 120% AFR rate was below the 6% minimum interest threshold, plan participants earned interest at an annual rate of 6% in 2015.

Benefit Restoration amounts shown in the Registrant Contributions in Last Fiscal Year column are included in the Summary Compensation Table under All Other Compensation.

Halliburton Company Elective Deferral Plan. The Halliburton Company Elective Deferral Plan allows participants to save for retirement utilizing eligible pre-tax base and/or eligible incentive compensation.

Participants may elect to defer up to 75% of their annual base salary and up to 75% of their incentive compensation into the plan. Deferral elections must be made on an annual basis, including the type and timing of distribution. Plan earnings are based on the NEO's choice of up to 12 investment options with varying degrees of risk, including the risk of loss. Investment options may be changed by the NEO daily.

The amounts shown in the Aggregate Earnings in Last Fiscal Year column reflect the aggregate of all gains and losses on outstanding balances in 2015. Only the above-market interest is shown in the Summary Compensation Table, under Change in Pension Value and NQDC Earnings.

EMPLOYMENT CONTRACTS AND CHANGE-IN-CONTROL ARRANGEMENTS

Employment Contracts

Messrs. Lesar, Garcia, Brown, Miller, and Rainey have employment agreements with us. Under the terms of Mr. Lesar's agreement, a termination for cause is a termination for (i) gross negligence or willful misconduct in the performance of his duties and responsibilities, or (ii) a conviction of a felony. In the event we terminate Mr. Lesar for any reason other than termination for cause, we are obligated to pay Mr. Lesar a severance payment equal to (i) the value of any restricted shares that are forfeited because of termination, and (ii) five times his annual base salary.

Under the terms of the agreements with Messrs. Garcia, Brown, Miller, and Rainey, the reasons for termination of employment (other than death) are defined as follows:

(i) Retirement means either (a) retirement at or after normal retirement at age 65 (either voluntarily or under our retirement policy), or (b) voluntary termination of employment in accordance with our early retirement policy for other than a Good Reason. "Good Reason" means a termination of employment by employee because of (a) our material breach of any material provision of the employment agreement, or (b) a material reduction in employee's rank or responsibility with us, provided that (i) employee provides written notice to us of the circumstances employee claims constitute "Good Reason" within 90 calendar days of the first to occur of such circumstances, (ii) such breach remains uncorrected for 30 calendar days following written notice, and (iii) employee's termination occurs within 180 calendar days after the date that the circumstances employee claims constitute Good Reason first occurred.

(ii) Permanent disability means the employee's physical or mental incapacity to perform his or her usual duties with such condition likely to remain continuously and permanently as reasonably determined by the Compensation Committee in good faith.

(iii) Voluntary termination means a termination of employment in the sole discretion and at the election of the employee for other than Good Reason.

(iv) Termination for cause means our termination of employee's employment for Cause. "Cause" means any of the following: (a) employee's gross negligence or willful misconduct in the performance of the duties and services required of the employee; (b) employee's final conviction of a felony; (c) a material violation of our Code of Business Conduct; or (d) employee's material breach of any material provision of his or her employment agreement which remains uncorrected for 30 days following our written notice of such breach to employee.

If the employment of Mr. Garcia terminates for any reason other than death, retirement (either at age 65 or voluntarily prior to age 65), permanent disability, voluntary termination, or termination for cause, he is entitled to each of the following:

- A payment equal to one year's base salary; and
- A single lump sum cash payment equal to the value of any restricted shares that are forfeited because of termination. The payout is contingent upon compliance with a non-compete agreement and subject to vesting restrictions.

If the employment of Mr. Brown terminates for any reason other than death, retirement (either at age 65 or voluntarily prior to age 65), permanent disability, voluntary termination or termination for cause, he is entitled to each of the following:

- A payment equal to two years' base salary;
- At the Compensation Committee's election, either the retention of all restricted shares following termination or a payment equal to the value of any restricted shares that are forfeited because of termination;
- Any unpaid amounts earned under the Annual Performance Pay Plan in prior years; and
- Any amount payable for the year under the Annual Performance Pay Plan in which his employment is terminated, determined as if he had remained employed for the full year.

If the employment of Messrs. Miller or Rainey terminates for any reason other than death, retirement (either at age 65 or voluntarily prior to age 65), permanent disability, voluntary termination or termination for cause, the executive is entitled to each of the following:

- A payment equal to two years' base salary; and
- A single lump sum cash payment equal to the value of any restricted shares that are forfeited because of termination. The payout is contingent upon compliance with a non-compete agreement and subject to vesting restrictions.

Change-In-Control Arrangements

We do not maintain individual change-in-control agreements or provide for excise tax gross-ups on any payments associated with a change-in-control. Some of our compensation plans, however, contain change-in-control provisions, which could result in payment of specific benefits.

Under the Stock and Incentive Plan, in the event of a change-in-control, the following will occur automatically:

- any outstanding options and stock appreciation rights shall become immediately vested and fully exercisable;
- any restrictions on restricted stock awards shall immediately lapse;
- all performance measures upon which an outstanding performance award is contingent are deemed achieved and the holder receives a payment equal to the maximum amount of the award he or she would have been entitled to receive, pro-rated to the effective date; and
- any outstanding cash awards, including stock value equivalent awards, immediately vest and are paid based on the vested value of the award.

Under the Annual Performance Pay Plan:

- in the event of a change-in-control during a plan year, a participant will be entitled to an immediate cash payment equal to the maximum dollar amount he or she would have been entitled to for the year, prorated through the date of the change-in-control; and
- in the event of a change-in-control after the end of a plan year but before the payment date, a participant will be entitled to an immediate cash payment equal to the incentive earned for the plan year.

Under the Performance Unit Program:

- in the event of a change-in-control during a performance cycle, a participant will be entitled to an immediate cash payment equal to the maximum amount he or she would have been entitled to receive for the performance cycle, pro-rated to the date of the change-in-control; and
- in the event of a change-in-control after the end of a performance cycle but before the payment date, a participant will be entitled to an immediate cash payment equal to the incentive earned for that performance cycle.

Under the Employee Stock Purchase Plan, in the event of a change-in-control, unless the successor corporation assumes or substitutes new stock purchase rights:

- the purchase date for the outstanding stock purchase rights will be accelerated to a date fixed by the Compensation Committee prior to the effective date of the change-in-control; and
- upon such effective date, any unexercised stock purchase rights will expire and we will refund to each participant the amount of his or her payroll deductions made for purposes of the Employee Stock Purchase Plan that have not yet been used to purchase stock.

POST-TERMINATION OR CHANGE-IN-CONTROL PAYMENTS

The following tables and narratives represent the impact of certain termination events or a change-in-control on each element of compensation for NEOs as of December 31, 2015.

		Termination Event						
Name	**Payments**	**Resignation ($)**	**Early Retirement w/o Approval ($)**	**Early Retirement w/Approval ($)**	**Normal Retirement ($)**	**Term for Cause ($)**	**Term w/o Cause ($)**	**Change in Control ($)**
David J. Lesar	Severance	0	0	0	0	0	8,150,000	0
	Annual Perf. Pay Plan	0	0	5,250,000	5,250,000	0	5,250,000	5,250,000
	Restricted Stock	0	0	11,019,361	11,019,361	0	11,019,361	11,019,361
	Stock Options	112,806	112,806	112,806	112,806	112,806	112,806	112,806
	Performance Units	0	0	9,980,213	9,980,213	0	0	9,980,213
	Nonqualified Plans	24,549,615	24,549,615	24,549,615	24,549,615	24,549,615	24,549,615	0
	Health Benefits	0	12,000	12,000	0	0	0	0
	TOTAL	**24,662,421**	**24,674,421**	**50,923,995**	**50,911,995**	**24,662,421**	**49,081,782**	**26,362,380**
Christian A. Garcia	Severance	0	0	0	0	0	436,500	0
	Annual Perf. Pay Plan	0	0	675,000	675,000	0	675,000	675,000
	Restricted Stock	0	0	1,226,801	1,226,801	0	1,226,801	1,226,801
	Stock Options	199,664	199,664	199,664	199,664	199,664	199,664	199,664
	Performance Units	0	0	449,023	449,023	0	0	449,023
	Nonqualified Plans	741,987	741,987	741,987	741,987	741,987	741,987	0
	Health Benefits	0	0	0	0	0	0	0
	TOTAL	**941,651**	**941,651**	**3,292,475**	**3,292,475**	**941,651**	**3,279,952**	**2,550,488**
James S. Brown	Severance	0	0	0	0	0	1,746,000	0
	Annual Perf. Pay Plan	0	0	1,980,000	1,980,000	0	1,980,000	1,980,000
	Restricted Stock	0	0	9,118,602	9,118,602	0	9,118,602	9,118,602
	Stock Options	30,726	30,726	30,726	30,726	30,726	30,726	30,726
	Performance Units	0	0	3,311,570	3,311,570	0	0	3,311,570
	Nonqualified Plans	6,127,559	6,127,559	6,127,559	6,127,559	6,127,559	6,127,559	0
	Health Benefits	0	12,000	12,000	0	0	0	0
	TOTAL	**6,158,285**	**6,158,285**	**20,580,457**	**20,568,457**	**6,158,285**	**19,002,887**	**14,440,898**

		Termination Event						
Name	Payments	Resignation ($)	Early Retirement w/o Approval ($)	Early Retirement w/Approval ($)	Normal Retirement ($)	Term for Cause ($)	Term w/o Cause ($)	Change in Control ($)
Jeffrey A. Miller	Severance	0	0	0	0	0	1,940,000	0
	Annual Perf. Pay Plan	0	0	2,500,000	2,500,000	0	2,500,000	2,500,000
	Restricted Stock	0	0	10,298,462	10,298,462	0	10,298,462	10,298,462
	Stock Options	27,792	27,792	27,792	27,792	27,792	27,792	27,792
	Performance Units	0	0	4,802,823	4,802,823	0	0	4,802,823
	Nonqualified Plans	2,199,433	2,199,433	2,199,433	2,199,433	2,199,433	2,199,433	0
	Health Benefits	0	0	0	0	0	0	0
	TOTAL	**2,227,225**	**2,227,225**	**19,828,510**	**19,828,510**	**2,227,225**	**16,965,687**	**17,629,077**
Joe D. Rainey	Severance	0	0	0	0	0	1,619,900	0
	Annual Perf. Pay Plan	0	0	1,837,000	1,837,000	0	1,837,000	1,837,000
	Restricted Stock	0	0	5,141,402	5,141,402	0	5,141,402	5,141,402
	Stock Options	20,484	20,484	20,484	20,484	20,484	20,484	20,484
	Performance Units	0	0	3,311,570	3,311,570	0	0	3,311,570
	Nonqualified Plans	6,409,851	6,409,851	6,409,851	6,409,851	6,409,851	6,409,851	0
	Health Benefits	0	12,000	12,000	0	0	0	0
	TOTAL	**6,430,335**	**6,442,335**	**16,732,307**	**16,720,307**	**6,430,335**	**15,028,637**	**10,310,456**

Resignation. Resignation is defined as leaving employment with us voluntarily, without having attained early or normal retirement status (see the applicable sections below for information on what constitutes these statuses). Upon resignation, the following actions will occur for a NEO's various elements of compensation:

- *Severance Pay.* No severance would be paid to the NEO.
- *Annual Performance Pay Plan.* No payment would be made to the NEO under the Performance Pay Plan.
- *Restricted Stock.* Any restricted stock holdings would be forfeited upon the date of resignation. Restricted stock holdings information can be found in the Outstanding Equity Awards at Fiscal Year End 2015 table.
- *Stock Options.* The NEO must exercise outstanding, vested options within 30-90 days after the NEO's resignation or the options will be forfeited as per the terms of the stock option agreements. Any unvested stock options would be forfeited. Stock option information can be found in the Outstanding Equity Awards at Fiscal Year End 2015 table.
- *Performance Units.* The NEO would not be eligible to receive payments under the Performance Unit Program.
- *Nonqualified Plans.* Under all circumstances, the NEO is entitled to any vested benefits under the applicable nonqualified plans as shown in the 2015 Nonqualified Deferred Compensation table. Payments from the Halliburton Company Supplemental Executive Retirement Plan and Halliburton Company Benefit Restoration Plan are paid out of an irrevocable grantor trust held at State Street Bank and Trust Company. The principal and income of the trust are treated as our assets and income for federal income tax purposes and are subject to the claims of our general creditors to the extent provided in the plan. The Halliburton Elective Deferral Plan is unfunded and we make payments from our general assets. Payments from these plans may be paid in a lump sum or in annual installments for a maximum ten-year period.
- *Health Benefits.* The NEO would not be eligible for the $12,000 credit to assist in paying for retiree medical costs because the NEO resigned from employment with us.

Early Retirement. A NEO becomes eligible for early retirement by either attaining age 50 or by attaining 70 points via a combination of age plus years of service. Eligibility for early retirement does not guarantee retention of stock awards (lapse of forfeiture restrictions on restricted stock and ability to exercise outstanding options for the remainder of the stated term). Early retirement eligibility is a condition that must be met before the Compensation Committee will consider retention of stock awards upon separation from employment. For example, if a NEO is eligible for early retirement but is leaving us to go to work for a competitor, then the NEO's stock awards would not be considered for retention.

Early Retirement (Without Approval). The following actions will occur for a NEO's various elements of compensation:

- *Severance Pay.* No severance would be paid to the NEO.
- *Annual Performance Pay Plan.* No payment would be made to the NEO under the Performance Pay Plan.
- *Restricted Stock.* Any restricted stock holdings would be forfeited upon the date of early retirement. Restricted stock holdings information can be found in the Outstanding Equity Awards at Fiscal Year End 2015 table.
- *Stock Options.* The NEO must exercise outstanding, vested options within 30-90 days after the NEO's early retirement or the options will be forfeited as per the terms of the stock option agreements. Any unvested stock options would be forfeited. Stock option information can be found in the Outstanding Equity Awards at Fiscal Year End 2015 table.
- *Performance Units.* The NEO would not be eligible to receive payments under the Performance Unit Program.
- *Nonqualified Plans.* Under all circumstances, the NEO is entitled to any vested benefits under the applicable nonqualified plans as shown in the 2015 Nonqualified Deferred Compensation table. Refer to the *Resignation* section for more information on Nonqualified Plans.
- *Health Benefits.* A NEO that was age 40 or older as of December 31, 2004 and qualifies for early retirement under our health and welfare

plans, which requires that the NEO has attained age 55 with ten years of service or that the NEO's age and years of service equals 70 points with a minimum of ten years of service, is eligible for a $12,000 credit toward retiree medical costs incurred prior to age 65. The credit is only applicable if the NEO chooses Halliburton retiree medical coverage. This benefit is amortized as a monthly credit applied to the cost of retiree medical coverage based on the number of months from the time of early retirement to age 65. For example, if a NEO is 10 years or 120 months away from age 65 at the time of the NEO's early retirement, the NEO will receive a monthly credit in the amount of $100 ($12,000/120 months). Should the NEO choose not to elect coverage with Halliburton after the NEO's separation, the NEO would not receive any cash in lieu of the credit.

Early Retirement (With Approval). The following actions will occur for a NEO's various elements of compensation:

- *Severance Pay.* No severance would be paid to the NEO.
- *Annual Performance Pay Plan*. If any of the NEOs were to retire prior to the end of the plan year for any reason other than death or disability, he would forfeit any payment due under the plan, unless the Compensation Committee determines that the payment should be prorated for the partial plan year. These payments usually occur no later than the end of February in the year following the plan year.
- *Restricted Stock.* Any stock holdings restrictions would lapse upon the date of early retirement. Restricted stock holdings information can be found in the Outstanding Equity Awards at Fiscal Year End 2015 table.
- *Stock Options.* The NEO will be granted retention of the NEO's option awards. The unvested awards will continue to vest per the vesting schedule outlined in the NEO stock option agreements and any vested options will not expire until 10 years from the grant award date. Stock option information can be found in the Outstanding Equity Awards at Fiscal Year End 2015 table.
- *Performance Units.* The NEO will participate on a pro-rated basis for any Performance Unit Program cycles that have not been completed at the time of the NEO's early retirement. These payments, if earned, are paid out and the NEO would receive payments at the same time as other participants, which is usually no later than March of the year following the close of the cycle.
- *Nonqualified Plans.* Under all circumstances, the NEO is entitled to any vested benefits under the applicable nonqualified plans as shown in the 2015 Nonqualified Deferred Compensation table. Refer to the *Resignation* section for more information on Nonqualified Plans.
- *Health Benefits.* A NEO that was age 40 or older as of December 31, 2004 and qualifies for early retirement under our health and welfare plans is eligible for a $12,000 credit toward retiree medical costs. Refer to the *Early Retirement (Without Approval)* section for more information on Health Benefits.

Normal Retirement. A NEO would be eligible for normal retirement should the NEO cease employment at age 65 or later. The following actions will occur for a NEO's various elements of compensation:

- *Severance Pay.* No severance would be paid to the NEO.
- *Annual Performance Pay Plan.* If any of the NEOs were to retire prior to the end of the plan year for any reason other than death or disability, he would forfeit any payment due under the plan, unless the Compensation Committee determines that the payment should be prorated for the partial plan year. These payments usually occur no later than the end of February in the year following the plan year.
- *Restricted Stock.* Any restricted stock holdings would vest upon the date of normal retirement. Restricted stock holdings information can be found in the Outstanding Equity Awards at Fiscal Year End 2015 table.
- *Stock Options.* The NEO will be granted retention of the NEO's outstanding option awards. The unvested awards will continue to vest per the vesting schedule outlined in the NEO's stock option agreements and any vested options will not expire until 10 years from the grant award date. Stock option information can be found in the Outstanding Equity Awards at Fiscal Year End 2015 table.
- *Performance Units.* The NEO will participate on a pro-rated basis for any Performance Unit Program cycles that have not been completed at the time of the NEO's normal retirement. These payments, if earned, are paid out and the NEO would receive payments at the same time as other participants, which is usually no later than March following the close of the cycle.
- *Nonqualified Plans.* Under all circumstances, the NEO is entitled to any vested benefits under the applicable nonqualified plans as shown in the 2015 Nonqualified Deferred Compensation table. Refer to the *Resignation* section for more information on Nonqualified Plans.
- *Health Benefits.* The NEO would not be eligible for the $12,000 credit as the NEO would be age 65 or older at the time of normal retirement.

Termination (For Cause). Should we terminate the NEO for cause, such as violating our Code of Business Conduct, the following actions will occur for the NEO's various elements of compensation:

- *Severance Pay.* No severance would be paid to the NEO.
- *Annual Performance Pay Plan.* No payment would be paid to the NEO under the Performance Pay Plan.
- *Restricted Stock.* Any restricted stock holdings would be forfeited upon the date of termination. Restricted stock holdings information can be found in the Outstanding Equity Awards at Fiscal Year End 2015 table.
- *Stock Options.* The NEO must exercise outstanding, vested options within 30-90 days after the NEO's termination or the options will be forfeited as per the terms of the stock option agreements. Any unvested stock options would be forfeited. Stock option information can be found in the Outstanding Equity Awards at Fiscal Year End 2015 table.
- *Performance Units.* No payment would be paid to the NEO under the Performance Unit Program.
- *Nonqualified Plans.* Under all circumstances, the NEO is entitled to any vested benefits under the applicable nonqualified plans as shown in the 2015 Nonqualified Deferred Compensation table. Refer to the *Resignation* section for more information on Nonqualified Plans.

- *Health Benefits.* The NEO would not be eligible for the $12,000 credit to assist in paying for retiree medical costs.

Termination (Without Cause). Should a NEO with an employment agreement be terminated without cause by us, such as termination at our convenience, then the provisions of the NEO's employment agreement related to severance payments, annual performance pay plan (if applicable), and lapsing of stock restrictions would apply. In the case of Messrs. Garcia, Brown, Miller, and Rainey, payments for these items are conditioned on a release agreement being executed by the NEO. The following actions will occur for the NEO's various elements of compensation:

- *Severance Pay.* Severance is paid according to terms of the applicable employment agreement. Mr. Lesar's severance multiple is five times base salary at the time of termination. Messrs. Brown, Miller, and Rainey would receive severance in the amount of two times base salary at the time of termination, and Mr. Garcia would receive severance in the amount of one times base salary at the time of termination. Severance paid under the terms of the employment agreement fully satisfies any and all other claims for severance under our plans or policies.
- *Annual Performance Pay Plan.* For Mr. Brown, participation is continued for the full year of separation and at the existing participation level at separation; however, any payments are made at the time all other participants receive payment and only if our performance yields a payment under the terms of the plan. If Messrs. Lesar, Garcia, Miller, or Rainey were terminated prior to the end of the plan year for any reason other than death or disability, he would forfeit any payment due under the plan, unless the Compensation Committee determines that a payment should be prorated for the partial plan year. These payments usually occur no later than the end of February in the year following the plan year.
- *Restricted Stock.* For Messrs. Lesar and Brown, restricted shares under the Stock and Incentive Plan are automatically vested or are forfeited and an equivalent value is paid to the NEO at the Compensation Committee's discretion. Messrs. Garcia, Miller and Rainey entered into non-compete agreements with us, and Messrs. Miller and Rainey agreed not to work for a competitor of ours for two years following separation and Mr. Garcia for one year following separation. If they comply with the terms of their agreements, they will receive a single lump sum payment equal to the value of any unvested restricted shares that were forfeited because of termination. Restricted stock holdings information can be found in the Outstanding Equity Awards at Fiscal Year End 2015 table.
- *Stock Options.* The NEO will be granted retention of the NEO's outstanding option awards. The unvested awards will continue to vest per the vesting schedule outlined in the NEO's stock option agreements and any vested options will not expire until 10 years from the grant award date. Stock option information can be found in the Outstanding Equity Awards at Fiscal Year End 2015 table.
- *Performance Units.* No payment would be paid to the NEO under the Performance Unit Program.
- *Nonqualified Plans.* Under all circumstances, the NEO is entitled to any vested benefits under the applicable nonqualified plans as shown in the 2015 Nonqualified Deferred Compensation table. Refer to the *Resignation* section for more information on Nonqualified Plans.
- *Health Benefits.* The NEO would not be eligible for the $12,000 credit to assist in paying for retiree medical costs.

Change-in-Control. Should a change-in-control take place, the following actions will occur for a NEO's various elements of compensation:

- *Annual Performance Pay Plan.* In the event of a change-in-control during a plan year, a plan participant is entitled to an immediate cash payment equal to the maximum dollar amount he or she would have been entitled to for the year, pro-rated through the date of the change-in-control. In the event of a change-in-control after the end of a plan year but before the payment date, the plan participant is entitled to an immediate cash payment equal to the incentive earned for the plan year.
- *Restricted Stock.* Restricted shares under the Stock and Incentive Plan are automatically vested. Restricted stock holdings information can be found in the Outstanding Equity Awards at Fiscal Year End 2015 table.
- *Stock Options.* Any outstanding options shall become immediately vested and fully exercisable by the NEO. Stock option information can be found in the Outstanding Equity Awards at Fiscal Year End 2015 table.
- *Performance Units.* In the event of a change-in-control during a performance cycle, NEOs will be entitled to an immediate cash payment equal to the maximum amount he or she would have been entitled to receive for the performance cycle, pro-rated to the date of the change-in-control. In the event of a change-in-control after the end of a performance cycle but before the payment date, NEOs will be entitled to an immediate cash payment equal to the incentive earned for that performance cycle.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides certain information, as of December 31, 2015, with respect to our equity compensation plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	20,022,753	$43.90	52,972,505
Equity compensation plans not approved by security holders	—	—	—
TOTAL	**20,022,753**	**$43.90**	**52,972,505**

ADDITIONAL INFORMATION

Involvement in Certain Legal Proceedings

There are no legal proceedings to which any of our Directors, or executive officers, or any associate of any of our Directors or executive officers, is a party adverse to us or has a material interest adverse to us.

Advance Notice Procedures

Under our By-laws, no business, including nominations of a person for election as a director, may be brought before an Annual Meeting unless it is specified in the notice of the Annual Meeting or is otherwise brought before the Annual Meeting by or at the direction of the Board or by a stockholder who meets the requirements specified in our By-laws and has delivered notice to us (containing the information specified in the By-laws). To be timely, a stockholder's notice for matters to be brought before the Annual Meeting of Stockholders in 2017 must be delivered to or mailed and received at our principal executive office specified on page 2 of this proxy statement not less than 90 days nor more than 120 days prior to the anniversary date of the 2016 Annual Meeting of Stockholders, or no later than February 17, 2017 and no earlier than January 18, 2017. These requirements are separate from and in addition to the SEC's requirements that a stockholder must meet in order to have a stockholder proposal included in our proxy statement. This advance notice requirement does not preclude discussion by any stockholder of any business properly brought before the Annual Meeting in accordance with these procedures.

Proxy Solicitation Costs

We are soliciting the proxies accompanying this proxy statement, and we will bear the cost of soliciting those proxies. We have retained Georgeson Inc. to aid in the solicitation of proxies. For these services, we will pay Georgeson a fee of $15,000 and reimburse it for out-of-pocket disbursements and expenses. Our officers and employees may solicit proxies personally and by telephone or other electronic communications with some stockholders if proxies are not received promptly. We will, upon request, reimburse banks, brokers, and others for their reasonable expenses in forwarding proxies and proxy materials to beneficial owners of our stock.

Stockholder Proposals for the 2017 Annual Meeting

Stockholders interested in submitting a proposal for inclusion in the proxy materials for the Annual Meeting of Stockholders in 2017 may do so by following the procedures prescribed in SEC Rule 14a-8. To be eligible for inclusion, stockholder proposals must be received by our Corporate Secretary at 3000 N. Sam Houston Parkway East, Administration Building, Houston, TX 77032, no later than December 6, 2016. The 2017 Annual Meeting will be held on May 17, 2017.

OTHER MATTERS

As of the date of this proxy statement, we know of no business that will be presented for consideration at the Annual Meeting other than the matters described in this proxy statement. If any other matters should properly come before the Annual Meeting for action by stockholders, it is intended that proxies will be voted on those matters in accordance with the judgment of the person or persons voting the proxies.

By Authority of the Board of Directors,

Robb L. Voyles
Executive Vice President, Secretary and General Counsel
April 5, 2016

APPENDIX A

Corporate Governance Guidelines

Revised effective as of January 1, 2015

The Board of Directors has adopted these Guidelines to assist it in the exercise of its responsibilities. These Guidelines are reviewed annually by the Nominating and Corporate Governance Committee and revised as appropriate.

The Board believes that the primary responsibility of the Directors is to provide effective governance over Halliburton's affairs for the benefit of its stockholders. That responsibility includes:

A. Evaluate the performance of the Chief Executive Officer and take appropriate action, including removal, when warranted. Specifically:
   1. In an executive session, each year, the Lead Director shall facilitate the discussion of the non-management Directors to evaluate the performance of the Chief Executive Officer. In evaluating the Chief Executive Officer, the non-management Directors shall consider the Chief Executive Officer's performance in both qualitative and quantitative areas, including:
      a. Leadership and vision;
      b. Integrity;
      c. Keeping the Board informed on matters affecting Halliburton and its operating units;
      d. Performance of the business (including such measurements as total stockholder return, health, safety and environmental performance, and achievement of financial objectives and goals);
      e. Development and implementation of initiatives to provide long-term economic benefits to Halliburton;
      f. Accomplishment of strategic objectives; and
      g. Development of management.

      The Lead Director will communicate the evaluation to the Chief Executive Officer.

      While the Lead Director communicates the evaluation to the Chief Executive Officer, the Compensation Committee meets in an independent session to review the performance evaluation of the Chief Executive Officer and the market study conducted by an independent, outside compensation consultant. Based upon such review, the Compensation Committee will generate the Chief Executive Officer's compensation recommendation for the upcoming fiscal year. The Compensation Committee will then present its recommendation to the non-management Directors when they reconvene in an executive session.
   2. The non-management Directors will set the Chief Executive Officer's compensation for the next year based upon the recommendation from the Compensation Committee.

B. Select, evaluate, and set the compensation of executive management of Halliburton.

C. Annually review and evaluate the succession plans and management development programs for all members of executive management, including the Chief Executive Officer. Specifically, the Board will oversee a Chief Executive Officer succession management process, which will:
   1. Develop criteria for the CEO position that reflects Halliburton's business strategy;
   2. Utilize a formal assessment process to evaluate CEO candidates;
   3. Identify and develop internal candidates for the CEO position;
   4. Ensure non-emergency CEO planning at least three (3) years before an expected transition; and
   5. Develop and maintain an emergency CEO succession plan.

D. Conduct periodic reviews of and approve strategic and business plans, and monitor corporate performance against such plans.

E. Review:
   1. Applicable laws and regulations, including periodic updates from management provided to the Health, Safety and Environment Committee regarding health, safety and environmental laws and regulations applicable to Halliburton's major areas of operation;
   2. Updates from management, which shall be provided at least once per year, regarding any political contributions made by Halliburton to U.S. local, state and federal government officials who oversee or regulate Halliburton's operations, including any expenditures on lobbyists and political action committees, and any contributions to U.S. trade organizations;
   3. Maintenance of accounting, financial, disclosure and other controls;
   4. Adequacy of compliance systems and controls;
   5. Policies to govern corporate conduct and compliance, and adopt the same; and
   6. Matters of corporate governance.

F. Conduct an annual evaluation of the overall effectiveness of the Board.

Board Structure

A. **Chairman of the Board and Chief Executive Officer:** The Board believes that, under normal circumstances, the Chief Executive Officer should also serve as the Chairman of the Board. The Chairman of the Board and Chief Executive Officer is responsible to shareholders for the overall management and functioning of Halliburton. Notwithstanding the foregoing, on an annual basis the Board will consider whether it is appropriate that the Chairman of the Board and the Chief Executive Officer be the same individual and, if it determines that it is no longer appropriate, will take the necessary steps to have a different individual appointed to each of the positions.

B. **Lead Director:** If the offices of Chairman of the Board and Chief Executive Officer are held by the same person, the independent members of the Board will, after considering the recommendation of the Nominating and Corporate Governance Committee, annually elect an independent Director to serve in a lead capacity. Although elected annually, the Lead Independent Director is generally expected to serve for more than one year. The Lead Director of the Board shall preside at each executive session of the non-management Directors and each executive session of the independent Directors and, in his or her absence, the independent Directors shall select one of their numbers to preside. The Lead Director is responsible for periodically scheduling and conducting separate meetings and coordinating the activities of the non-management and independent Directors, providing input into and approving agendas for Board meetings and performing various other duties as may be appropriate, including advising the Chairman of the Board.

C. **Director Independence:** The Nominating and Corporate Governance Committee will review the definition of independence and compliance with these guidelines periodically.

1. At least three-fourths of the members of the Board shall be independent Directors. In order to be independent, a Director cannot have a material relationship with the Company. A Director will not be considered independent if he or she:

   a) Is or has been employed by the Company or any of its affiliates in the preceding five calendar years, or any member of the Director's immediate family has been employed as an Executive Officer of the Company or any of its affiliates in the preceding five calendar years;

   b) Has received in the current calendar year, in any of the immediately preceding three calendar years or during any twelve-month period within the last three years, more than $120,000 in direct compensation or personal remuneration from the Company, other than director's fees, committee fees and pension or other forms of deferred compensation for prior service as a Director (provided such compensation is not contingent in any way on continued service);

   c) Has an immediate family member who has received during any twelve-month period within the last three years, more than $120,000 in direct compensation or personal remuneration from the Company, other than director's fees, committee fees and pension or other forms of deferred compensation for prior service as a Director (provided such compensation is not contingent in any way on continued service);

   d) (i) is a current partner or employee of the Company's external auditor or (ii) during the past three years, was a partner or employee of the Company's external auditor and personally worked on the Company's audit within that time;

   e) Has an immediate family member who (i) is a current partner of the Company's external auditor, (ii) is a current employee of the Company's external auditor and personally works on the Company's audit or (iii) during the past three years, was a partner or employee of the Company's external auditor and personally worked on the Company's audit within that time;

   f) Is a partner, member or officer of, or employed in a similar position with, any entity that provides accounting, consulting, legal, investment banking or financial advisory services to the Company for which such entity receives payments from the Company in excess of $120,000 per year; provided that this provision does not apply to a Director who is a limited partner or non-managing member of, or is employed in a similar position with, such entity and has no active role in providing such services to the Company;

   g) Is a current employee, or has an immediate family member who is a current executive officer, of an entity that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of $1 million or 2% of such other entity's consolidated gross revenues;

   h) Is or has been within the preceding three years part of an interlocking directorate in which the Chief Executive Officer or another Executive Officer of the Company serves on the compensation committee of another entity that employs the Director, or an immediate family member of the Director, as an Executive Officer;

   i) Is or has an immediate family member who is currently a party to one or more personal services contract(s) with the Company or any Executive Officer of the Company that provides in the aggregate for payments to the Director or immediate family member in excess of $120,000 per year;

   j) Serves or has an immediate family member who serves as an executive officer of any tax-exempt entity that has received the greater of 1% of such tax-exempt entity's consolidated gross revenues or $120,000 from the Company in any of the three immediately preceding fiscal years; or

   k) During the current calendar year or any of the three immediately preceding calendar years, has had any other business relationship with the Company for which the Company has been required to make disclosure under Item 404(a) of Regulation S-K of the Securities and Exchange Commission; provided, however, that this Section C.1.k shall not apply if such relationship arose in connection with such Director's status as a past or current senior executive of a company in the oil and gas industry and such Director satisfies the independence tests set forth above and any other then-current applicable regulatory standards for independence.

2. All Directors complete independence questionnaires at least annually and the Board makes determinations of the independence of its members.
3. For purposes of the foregoing Section C:
   a) "affiliate" means any individual or entity that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company;
   b) "Company" means Halliburton and includes any parent or subsidiary in a consolidated group with Halliburton;
   c) "Executive Officer" has the meaning given to "officer" in Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended; and
   d) "immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares such person's home. For purposes of the look-back provision in Sections C.1.a, C.1.c, C.1.e and C.1.i above, "immediate family member" will not include individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or become incapacitated.

D. **Management Directors:** The Board believes that management Directors should number not more than two (2). While this number is not an absolute limitation, other than the Chief Executive Officer, who should at all times be a member of the Board, management Directors should be limited only to those officers whose positions or potential make it appropriate for them to sit on the Board.

E. **Size of the Board:** The Board believes that, optimally, the Board should number between ten (10) and fourteen (14) members. Halliburton's By-laws prescribe that the number of Directors will not be less than eight (8) nor more than twenty (20).

F. **Service of Former CEOs and Other Former Management on the Board:** Management Directors shall retire from the Board at the time of their retirement as an employee unless continued service as a Director is requested and approved by the Board.

G. **Annual Election of All Directors:** As provided in Halliburton's By-laws, all Directors are elected annually by the majority of votes cast, unless the number of nominees exceeds the number of Directors to be elected, in which event the Directors shall be elected by a plurality vote. Should a Director's principal title change during the year, he or she must submit a letter of Board resignation to the Chairman of the Nominating and Corporate Governance Committee who, with the full Committee, shall have the discretion to accept or reject the resignation.

H. **Process for the Selection of New Directors:** The Board is responsible for filling Board vacancies that may occur between annual meetings of stockholders. The Board has delegated to the Nominating and Corporate Governance Committee the duty of selecting and recommending prospective nominees to the Board for approval. The Nominating and Corporate Governance Committee considers suggestions of candidates for Board membership made by current Committee and Board members, Halliburton management, and stockholders. The Committee may retain an independent executive search firm to identify candidates for consideration. A stockholder who wishes to recommend a prospective candidate should notify Halliburton's Corporate Secretary, as described in Halliburton's annual proxy statement. The Nominating and Corporate Governance Committee also considers whether to nominate persons put forward by stockholders pursuant to Halliburton's By-laws relating to stockholder nominations. For each individual nominated in accordance with Halliburton's By-laws by a stockholder owning at least 1% of the issued and outstanding voting stock of Halliburton, the Corporate Secretary will (i) obtain from such nominee any additional relevant information the nominee wishes to provide in consideration of his or her nomination, (ii) report on each such nominee to the Nominating and Corporate Governance Committee and (iii) facilitate having each such nominee meet with the Nominating and Corporate Governance Committee as the Committee deems appropriate.

When it is necessary to add a Director to the Board, the Nominating and Corporate Governance Committee, in consultation with the Board, determines the specific criteria for a new Director candidate. After the Nominating and Corporate Governance Committee identifies a prospective candidate, the Committee determines the appropriate method to evaluate the candidate. This determination is based on the information provided to the Committee by the person recommending the prospective candidate and the Committee's knowledge of the candidate. This information may be supplemented by inquiries to the person who made the recommendation or to others. The preliminary determination is based on the need for additional Board members to fill vacancies or to expand the size of the Board, and the likelihood that the candidate will meet the Board membership criteria listed in Section I below. The Committee will determine, after discussion with the Chairman of the Board and other Board members, whether a candidate should continue to be considered as a potential nominee. If a candidate warrants additional consideration, the Committee may request an independent executive search firm to gather additional information about the candidate's background, experience and reputation, and to report its findings to the Committee. The Committee then evaluates the candidate and determines whether to interview the candidate. One or more members of the Committee and others as appropriate perform candidate interviews. Once the evaluation and interviews are completed, the Committee recommends to the Board which candidates should be nominated. The Board makes a determination of nominees after review of the recommendation and the Committee's report.

I. **Board Membership Criteria:** Directors and nominees should possess the following qualifications:

1. Personal characteristics:
   a) Highest personal and professional ethics, integrity and values;
   b) An inquiring and independent mind; and
   c) Practical wisdom and mature judgment.
2. Broad training and experience at the policy-making level in business, government, education or technology.

3. Expertise that is useful to Halliburton and complementary to the background and experience of other Board members, so that an optimum balance of members on the Board can be achieved and maintained.
4. Willingness to devote the required amount of time to carrying out the duties and responsibilities of Board membership.
5. Commitment to serve on the Board for several years to develop knowledge about Halliburton's principal operations.
6. Willingness to represent the best interests of all Halliburton stockholders and objectively appraise management performance.
7. Involvement only in activities or interests that do not create a conflict with the Director's responsibilities to Halliburton and its stockholders.

The Board evaluates nominees annually for election and reelection, and on an as-needed basis to fill vacancies, to ensure they meet the above criteria. The findings of the reviews and self-assessments conducted in accordance with Sections J and K below will be taken into consideration by the Nominating and Corporate Governance Committee and by the Board in connection with the decision as to who should be nominated for election and reelection.

J. **Annual Performance Review:** The Nominating and Corporate Governance Committee will conduct annual performance reviews of each non-management Director. While the Nominating and Corporate Governance Committee will be responsible for determining how to evaluate director performance, each evaluation will include a review of the non-management Director's:

1. Attendance and participation;
2. Changes in independence;
3. Changes in qualifications, including expertise;
4. Changes in status relating to principal occupation; and
5. Other contributions to the Board and its committees.

The Nominating and Corporate Governance Committee will review each evaluation and, if appropriate, discuss the evaluation with the applicable non-management Director.

K. **Annual Review of Board Composition; Self-Assessment:** The Nominating and Corporate Governance Committee will conduct an annual review of the overall composition profile of the Board to determine whether the then-current non-management Directors collectively represent an appropriate mix of experience and expertise. One or more members of the Board shall have significant experience with an energy-focused company, with a manufacturing company in the chemical, energy or materials industry, or in matters relating to health, safety and the environment. In addition, the non-management Directors will conduct an annual self-assessment of the Board, including assessments of the following:

1. General makeup and composition of the Board;
2. Sufficiency of materials and information provided to the Board;
3. Board meeting mechanics and structure;
4. Board responsibilities and accountability; and
5. Board meeting content and conduct.

L. **Service on Other Public Company Boards:** (1) The Chief Executive Officer will not serve on the boards of directors of more than a total of two publicly traded companies in addition to Halliburton, and (2) no other Director will serve on the boards of directors of more than three publicly traded companies in addition to Halliburton, provided, however, that any such other Director may serve on boards of directors of additional companies if that Director served on such boards of directors at the time of the Director's election to Halliburton's Board and that Director undertakes not to stand for reelection or appointment to the boards of directors of those additional companies. In evaluating prospective nominees for the Board and the continued service of current Directors, the Nominating and Corporate Governance Committee will take into consideration the individual's membership on the boards of directors of other companies in order to ensure that such individual's service on such other boards of directors does not impair the individual's ability to devote sufficient time and commitment to serve effectively as a Halliburton Director.

M. **Diversity:**The Nominating and Corporate Governance Committee is responsible for assessing the appropriate mix of skills and characteristics required of Board members in the context of the needs of the Board at a given point in time and shall periodically review and update the criteria as deemed necessary. Personal experience and background, race, gender, age and nationality are reviewed for the Board as a whole, and diversity in these factors may be taken into account in considering individual candidates.

N. **Director Tenure:** The Nominating and Corporate Governance Committee, in consultation with the Chief Executive Officer, will perform an annual review of each Director's continuation on the Board in making its recommendation to the Board concerning his or her nomination for election or reelection as a Director. As a condition to being nominated by the Board for continued service as a Director, each incumbent Director nominee shall sign and deliver to the Board irrevocable letters of resignation, in forms satisfactory to the Board. The first resignation letter is limited to and conditioned on that Director failing to achieve a majority of the votes cast at an election where Directors are elected by majority vote. For any Director nominee who fails to be elected by a majority of votes cast, where Directors are elected by majority vote, his or her irrevocable letter of resignation will be deemed tendered on the date the election results are certified. Such resignation shall only be effective upon acceptance by the Board. The second resignation letter is limited to and conditioned on the Director being found to have substantially participated in a significant violation of U.S. federal or state law or to have recklessly disregarded his or her duty to exercise reasonable oversight, as more fully described in Halliburton's By-laws. Such resignation shall only be effective upon acceptance by the disinterested members of the Board. Each non-incumbent Director nominee shall agree upon his or her election as a Director to sign and deliver to the Board such irrevocable letters of resignation. Further, the Board shall fill vacancies and new directorships only with candidates who agree to tender the letters of resignation as described above, promptly following their appointment as a Director. The Board's expectation is that any Director whose resignation has been tendered as described in this section will abstain from participation in both the Nominating and Corporate Governance Committee's consideration of the resignation, if they are a member of that committee, and the Board's decision regarding the resignation. There are no term limits on Directors' service, other than mandatory retirement.

O. **Director Compensation Review:** It is appropriate for executive management of Halliburton, assisted by an independent compensation consultant, to report periodically to the Nominating and Corporate Governance Committee on the status of Halliburton's Director compensation practices in relation to other companies of comparable size and Halliburton's competitors.

P. **Form and Amount of Director Compensation:** The Nominating and Corporate Governance Committee annually reviews the competitiveness of Halliburton's Director compensation practices. In doing so, the Committee, with the assistance of an independent compensation consultant, compares Halliburton's practices with those of its comparator group, which includes both peer and general industry companies. Specific components reviewed include cash compensation, equity compensation, benefits and perquisites. Information is gathered directly from published proxy statements of comparator group companies. Additionally, the Committee utilizes external market data gathered from a variety of survey sources to serve as a reference point against a broader group of companies. Determinations as to the form and amount of Director compensation are based on Halliburton's competitive position resulting from this review.

Q. **Changes to Director Compensation:** Changes in Director compensation, if any, should come upon the recommendation of the Nominating and Corporate Governance Committee, but with full discussion and concurrence by the Board.

R. **Annual Meeting Attendance:** It is the policy of the Board that all Directors attend the Annual Meeting of Stockholders, and Halliburton's annual proxy statement shall state the number of Directors who attended the prior year's Annual Meeting.

S. **Director Retirement:** It is the policy of the Board that each non-management Director shall retire from the Board immediately prior to the annual meeting of stockholders following his or her seventy-second (72nd) birthday. Management Directors shall retire at the time of their retirement from employment with Halliburton unless the Board approves continued service as a Director.

Operation of the Board Meetings

A. **Executive Sessions:** During each regular Board meeting, the non-management Directors meet in scheduled executive sessions presided over by the Lead Director. During any year, if there exists a non-management Director who is not independent, the independent Directors will meet in at least one executive session presided over by the Lead Director.

B. **Frequency of Board Meetings:** The Board has five regularly scheduled meetings per year. Special meetings are called as necessary. It is the responsibility of the Directors to attend the meetings.

C. **Attendance of Non-Directors at Board Meetings:** The Chief Financial Officer and the General Counsel will be present during Board meetings, except where there is a specific reason for one or both of them to be excluded. In addition, the Chairman of the Board may invite one or more members of management to be in regular attendance at Board meetings and may include other officers and employees from time to time as appropriate to the circumstances.

D. **Board Access to Management:** Directors have open access to Halliburton's management. In addition, members of Halliburton's executive management routinely attend Board and Committee meetings and they and other managers frequently brief the Board and the Committees on particular topics. The Board encourages executive management to bring managers into Board or Committee meetings and other scheduled events who (i) can provide additional insight into matters being considered or (ii) represent managers with future potential whom executive management believe should be given exposure to the members of the Board.

E. **Board Access to Independent Advisors:** The Board has the authority to retain, set terms of engagement, and dismiss such independent advisors, including legal counsel or other experts, as it deems appropriate, and to approve the fees and expenses of such advisors.

F. **Conflicts of Interest:** If an actual or potential conflict of interest develops because of significant dealings or competition between Halliburton and a business with which the Director is affiliated, the Director should report the matter immediately to the Chairman of the Board for evaluation by the Board. In the case of a significant conflict, the conflict must be resolved or the Director should resign. If a Director has a personal interest in a matter before the Board, the Director shall disclose the interest to the full Board and excuse him or herself from participation in the discussion and shall not vote on the matter.

G. **Strategic and Business Planning:** Strategic and business plans will be reviewed annually at one of the Board's regularly scheduled meetings.

H. **Agenda Items for Board Meetings:** The Chairman of the Board and Chief Executive Officer prepares a draft agenda for each Board meeting and the agenda and meeting schedule are submitted to the Lead Director for approval. The other Board members may suggest items for inclusion on the agenda, and each Director may also raise, at any Board meeting, subjects that are not on the agenda.

I. **Board/Committee Forward Calendars:** A forward calendar of matters requiring recurring and focused attention by the Board and each Committee will be prepared and distributed prior to the beginning of each calendar year in order to ensure that all required actions are taken in a timely manner and are given adequate consideration. The Board or Committee shall annually review the recurring events calendars and may change or revise them as deemed appropriate.

J. **Advance Review of Meeting Materials:** In advance of each Board or Committee meeting, a proposed agenda will be distributed to each Director. In addition, to the extent feasible or appropriate, information and data important to the Directors' understanding of the matters to be considered, including background summaries and presentations to be made at the meeting, will be distributed in advance of the meeting. The Lead Director advises management on and approves information distributed to the Directors. Directors also routinely receive monthly financial statements, earnings reports, press releases, analyst reports and other information designed to keep them informed of the material aspects of Halliburton's business, performance and prospects. It is each Director's responsibility to review the meeting materials and other information provided by Halliburton.

Committees of the Board

A. **Number and Types of Committees:** A substantial portion of the analysis and work of the Board is done by standing Board Committees. A Director is expected to participate actively in the meetings of each Committee to which he or she is appointed.

B. **Standing Committees:** The Board has established the following standing Committees: Audit, Compensation, Health, Safety and Environment, and Nominating and Corporate Governance. Each Committee's charter is to be reviewed annually by the Committee and the Board.

C. **Composition of Committees:** It is the policy of the Board that only non-management Directors serve on Board Committees. Further, only independent Directors serve on the Audit, the Compensation, the Nominating and Corporate Governance and the Health, Safety and Environment Committees, provided that the Directors may appoint one non-independent Director as a member (but not as the Chairman) of the Health, Safety and Environment Committee as they deem appropriate.

D. **Interlocking Directorates:** A Director who is or has been within the preceding three years part of an interlocking directorate (i.e., one in which the Chief Executive Officer or another Halliburton officer serves on the compensation committee of another entity that employs the Director, or an immediate family member of the Director) may not serve on the Compensation Committee. The composition of the Board Committees will be reviewed annually to ensure that each of its members meet the criteria set forth in applicable SEC, NYSE, and IRS rules and regulations.

E. **Committee Rotation:** The Nominating and Corporate Governance Committee, in consultation with the Chief Executive Officer, recommends annually to the Board the membership of the various Committees and their Chairmen, and the Board approves the Committee assignments. In making its recommendations to the Board, the Nominating and Corporate Governance Committee takes into consideration the need for continuity, subject matter expertise, applicable SEC, IRS, or NYSE requirements, tenure and the desires of individual Board members.

F. **Frequency and Length of Committee Meetings:** Each Committee shall meet as frequently and for such length of time as may be required to carry out its assigned duties and responsibilities. The schedule for regular meetings of the Board and Committees for each year is submitted and approved by the Board in advance. In addition, the Chairman of a Committee may call a special meeting at any time if deemed advisable.

G. **Committee Agendas/Reports to the Board:** Members of management and staff will prepare draft agenda and related background information for each Committee meeting which, to the extent desired by the relevant Committee Chairman, will be reviewed and approved by the Committee Chairman in advance of distribution to the other members of the Committee. A forward calendar of recurring topics to be discussed during the year will be prepared for each Committee and furnished to all Directors. Each Committee member is free to suggest items for inclusion on the agenda and to raise at any Committee meeting subjects that are not on the agenda for that meeting.

Reports on each Committee meeting are made to the full Board. All Directors are furnished copies of each Committee's minutes.

Other Board Practices

A. **Non-Management Director Orientation and Continuing Education:** An orientation program has been developed for new non-management Directors which includes: comprehensive information about Halliburton's business and operations; general information about the Board and its Committees, including a summary of Director compensation and benefits; and a review of Director duties and responsibilities. Each non-management Director is required to annually attend at least six hours (or such greater number of hours as best practices suggest are appropriate) of external or internal director continuing education programs, conferences or similar presentations approved (whether before or after the non-management Director's participation) by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee and management shall identify and communicate external and internal training and educational opportunities for non-management Directors' continuing education in areas of importance to Halliburton, including with respect to duties and responsibilities of directors of publicly traded companies, provided that at least two hours of continuing education shall be devoted to issues relating to health, safety and the environment. Halliburton will provide sufficient internal continuing education programs for the non-management Directors to meet this requirement. Attendance at any approved external program shall count for the requirement, but any associated expenses will be for the account of the individual non-management Director except with prior approval by the Audit Committee.

B. **Board Interaction with Institutional Investors and Other Stakeholders:** The Board believes that it is executive management's responsibility to speak for Halliburton. Individual Board members may, from time to time, meet or otherwise communicate with outside constituencies that are involved with Halliburton. In those instances, however, it is expected that Directors will do so only with the knowledge of executive management and, absent unusual circumstances, only at the request of executive management.

C. **Stockholder Communications with Directors:** To foster better communication with Halliburton's stockholders, Halliburton established a process for stockholders to communicate with the Audit Committee and the Board. The process has been approved by both the Audit Committee and the Board, and meets the requirements of the NYSE and the SEC. The methods of communication with the Board include mail (Board of Directors c/o Director of Business Conduct, Halliburton Company, P.O. Box 42806, Houston, Texas 77242), a dedicated telephone number (888-312-2692 or 770-613-6348) and an e-mail address (BoardofDirectors@halliburton.com). Information regarding these methods of communication is also on Halliburton's website, *www.halliburton.com,* under "Corporate Governance." Halliburton's Director of Business Conduct, a Company employee, reviews all stockholder communications directed to the Audit Committee and the Board. The Chairman of the Audit Committee is promptly notified of any significant communication involving accounting, internal accounting controls, or auditing matters. The Lead Director is promptly notified of any other significant stockholder communications and communications addressed to a named Director are promptly sent to the Director. A report summarizing all communications is sent to each Director quarterly and copies of communications are available for review by any Director.

D. **Core Values:** The Board is committed to promoting Halliburton's core values.

E. **Periodic Review of these Guidelines:** The operation of the Board is a dynamic and evolving process. Accordingly, the Nominating and Corporate Governance Committee will review these Guidelines periodically and any recommended revisions will be submitted to the full Board for consideration and approval.

Approved as revised:
Halliburton Company
Board of Directors
December 4, 2014
Supersedes previous version dated January 1, 2013

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

(Mark One)

[X] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2015

OR

[ ] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from ______ to ______

Commission File Number 001-03492

HALLIBURTON COMPANY

(Exact name of registrant as specified in its charter)

Delaware	**75-2677995**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3000 North Sam Houston Parkway East
Houston, Texas 77032
(Address of principal executive offices)
Telephone Number – Area code (281) 871-2699

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock par value $2.50 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes [X] No [ ]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes [ ] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	[X]	Accelerated filer	[ ]
Non-accelerated filer	[ ]	Smaller reporting company	[ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

The aggregate market value of Halliburton Company Common Stock held by nonaffiliates on June 30, 2015, determined using the per share closing price on the New York Stock Exchange Composite tape of $43.07 on that date, was approximately $36.7 billion.

As of January 29, 2016, there were 858,342,017 shares of Halliburton Company Common Stock, $2.50 par value per share, outstanding.

Portions of the Halliburton Company Proxy Statement for our 2016 Annual Meeting of Stockholders (File No. 001-03492) are incorporated by reference into Part III of this report.

HALLIBURTON COMPANY
Index to Form 10-K
For the Year Ended December 31, 2015

PART I

Item 1. Business.

General description of business

Halliburton Company's predecessor was established in 1919 and incorporated under the laws of the State of Delaware in 1924. We are a leading provider of services and products to the upstream oil and natural gas industry throughout the lifecycle of the reservoir, from locating hydrocarbons and managing geological data, to drilling and formation evaluation, well construction and completion, and optimizing production throughout the life of the field. We serve major, national, and independent oil and natural gas companies throughout the world and operate under two divisions, which form the basis for the two operating segments we report, the Completion and Production segment and the Drilling and Evaluation segment:

- our Completion and Production segment delivers cementing, stimulation, intervention, pressure control, specialty chemicals, artificial lift, and completion products and services. The segment consists of Production Enhancement, Cementing, Completion Tools, Production Solutions, Pipeline and Process Services, Multi-Chem, and Artificial Lift.
- our Drilling and Evaluation segment provides field and reservoir modeling, drilling, evaluation, and precise wellbore placement solutions that enable customers to model, measure, drill, and optimize their well construction activities. The segment consists of Baroid, Sperry Drilling, Wireline and Perforating, Drill Bits and Services, Landmark Software and Services, Testing and Subsea, and Consulting and Project Management.

See Note 4 to the consolidated financial statements for further financial information related to each of our business segments and a description of the services and products provided by each segment. We have significant manufacturing operations in various locations, including the United States, Canada, China, Malaysia, Singapore, and the United Kingdom.

Pending Acquisition of Baker Hughes

In November 2014, we and Baker Hughes Incorporated (Baker Hughes) entered into a merger agreement under which, subject to the conditions set forth in the merger agreement, we will acquire all the outstanding shares of Baker Hughes in a stock and cash transaction. Baker Hughes is a leading supplier of oilfield services, products, technology and systems to the worldwide oil and natural gas industry. We are continuing our discussions with competition authorities to obtain approval of the acquisition and recently offered an enhanced set of divestitures in an effort to resolve competition-related concerns. We have agreed with Baker Hughes to extend the period to obtain required regulatory approvals to no later than April 30, 2016, and remain focused on completing the transaction as early as possible in 2016. See Note 2 to the consolidated financial statements for further information about the pending acquisition and Item 1(a). "Risk Factors" for risks associated with the pending acquisition.

Business strategy

Our business strategy is to secure a distinct and sustainable competitive position as an oilfield service company by delivering services and products that enable our customers to extract proven reserves and maximize recovery. Our objectives are to:

- create a balanced portfolio of services and products supported by global infrastructure and anchored by technological innovation to further differentiate our company;
- reach a distinguished level of operational excellence that reduces costs and creates real value;
- preserve a dynamic workforce by being a preferred employer to attract, develop, and retain the best global talent; and
- uphold our strong ethical and business standards, and maintain the highest standards of health, safety, and environmental performance.

Markets and competition

We are one of the world's largest diversified energy services companies. Our services and products are sold in highly competitive markets throughout the world. Competitive factors impacting sales of our services and products include:

- price;
- service delivery (including the ability to deliver services and products on an "as needed, where needed" basis);
- health, safety, and environmental standards and practices;
- service quality;
- global talent retention;
- understanding the geological characteristics of the hydrocarbon reservoir;
- product quality;
- warranty; and
- technical proficiency.

We conduct business worldwide in approximately 80 countries. The business operations of our divisions are organized around four primary geographic regions: North America, Latin America, Europe/Africa/CIS, and Middle East/Asia. In 2015, 2014, and 2013, based on the location of services provided and products sold, 44%, 51%, and 49% of our consolidated revenue was from the United States. No other country accounted for more than 10% of our consolidated revenue during these periods.

See "Management's Discussion and Analysis of Financial Condition and Results of Operations – Business Environment and Results of Operations" and Note 4 to the consolidated financial statements for additional financial information about our geographic operations in the last three years. Because the markets for our services and products are vast and cross numerous geographic lines, it is not practicable to provide a meaningful estimate of the total number of our competitors. The industries we serve are highly competitive, and we have many substantial competitors. Most of our services and products are marketed through our servicing and sales organizations.

Operations in some countries may be adversely affected by unsettled political conditions, acts of terrorism, civil unrest, expropriation or other governmental actions, changes in foreign currency exchange rates, foreign currency exchange restrictions, and highly inflationary currencies, as well as other geopolitical factors. We believe the geographic diversification of our business activities reduces the risk that loss of operations in any one country, other than the United States, would significantly impact the conduct of our operations taken as a whole.

Information regarding our exposure to foreign currency fluctuations, risk concentration, and financial instruments used to minimize risk is included in "Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Instrument Market Risk" and in Note 14 to the consolidated financial statements.

Customers

Our revenue from continuing operations during the past three years was derived from the sale of services and products to the energy industry. No customer represented more than 10% of our consolidated revenue in any period presented.

Raw materials

Raw materials essential to our business are normally readily available. Market conditions can trigger constraints in the supply of certain raw materials, such as proppants, hydrochloric acid, and gels, including guar gum (a blending additive used in our hydraulic fracturing process). We are always seeking ways to ensure the availability of resources, as well as manage costs of raw materials. Our procurement department uses our size and buying power to enhance our access to key materials at competitive prices.

Research and development costs

We maintain an active research and development program. The program improves products, processes, and engineering standards and practices that serve the changing needs of our customers, such as those related to high pressure and high temperature environments, and also develops new products and processes. Our expenditures for research and development activities were $487 million in 2015, $601 million in 2014, and $588 million in 2013. We sponsored over 95% of these expenditures in each year.

Patents

We own a large number of patents and have pending a substantial number of patent applications covering various products and processes. We are also licensed to utilize technology covered by patents owned by others, and we license others to utilize technology covered by our patents. We do not consider any particular patent to be material to our business operations.

Seasonality

Weather and natural phenomena can temporarily affect the performance of our services, but the widespread geographical locations of our operations mitigate those effects. Examples of how weather can impact our business include:

- the severity and duration of the winter in North America can have a significant impact on natural gas storage levels and drilling activity;
- the timing and duration of the spring thaw in Canada directly affects activity levels due to road restrictions;
- typhoons and hurricanes can disrupt coastal and offshore operations; and
- severe weather during the winter months normally results in reduced activity levels in the North Sea and Russia.

Additionally, customer spending patterns for software and various other oilfield services and products can typically result in higher activity in the fourth quarter of the year.

Employees

At December 31, 2015, we employed approximately 65,000 people worldwide compared to more than 80,000 at December 31, 2014. At December 31, 2015, approximately 17% of our employees were subject to collective bargaining agreements. Based upon the geographic diversification of these employees, we do not believe any risk of loss from employee strikes or other collective actions would be material to the conduct of our operations taken as a whole.

Environmental regulation

We are subject to numerous environmental, legal, and regulatory requirements related to our operations worldwide. For further information related to environmental matters and regulation, see Note 9 to the consolidated financial statements and Item 1(a), "Risk Factors."

Hydraulic fracturing process

Hydraulic fracturing is a process that creates fractures extending from the well bore into the rock formation to enable natural gas or oil to move more easily from the rock pores to a production conduit. A significant portion of our Completion and Production segment provides hydraulic fracturing services to customers developing shale natural gas and shale oil. From time to time, questions arise about the scope of our operations in the shale natural gas and shale oil sectors, and the extent to which these operations may affect human health and the environment.

We sometimes design and generally implement a hydraulic fracturing operation to 'stimulate' the well's production, at the direction of our customer, once the well has been drilled, cased, and cemented. Our customer is generally responsible for providing the base fluid (usually water) used in the hydraulic fracturing of a well. We supply the proppant (often sand) and at least a portion of the additives used in the overall fracturing fluid mixture. In addition, we mix the additives and proppant with the base fluid and pump the mixture down the wellbore to create the desired fractures in the target formation. The customer is responsible for disposing of any materials that are subsequently produced or pumped out of the well, including flowback fluids and produced water.

As part of the process of constructing the well, the customer will take a number of steps designed to protect drinking water resources. In particular, the casing and cementing of the well are designed to provide 'zonal isolation' so that the fluids pumped down the wellbore and the oil and natural gas and other materials that are subsequently pumped out of the well will not come into contact with shallow aquifers or other shallow formations through which those materials could potentially migrate to freshwater aquifers or the surface.

The potential environmental impacts of hydraulic fracturing have been studied by numerous government entities and others. In 2004, the United States Environmental Protection Agency (EPA) conducted an extensive study of hydraulic fracturing practices, focusing on coalbed methane wells, and their potential effect on underground sources of drinking water. The EPA’s study concluded that hydraulic fracturing of coalbed methane wells poses little or no threat to underground sources of drinking water. At the request of Congress, the EPA is currently undertaking another study of the relationship between hydraulic fracturing and drinking water resources that will focus on the fracturing of shale natural gas wells.

We have made detailed information regarding our fracturing fluid composition and breakdown available on our internet web site at www.halliburton.com. We also have proactively developed processes to provide our customers with the chemical constituents of our hydraulic fracturing fluids to enable our customers to comply with state laws as well as voluntary standards established by the Chemical Disclosure Registry, www.fracfocus.org.

At the same time, we have invested considerable resources in developing hydraulic fracturing technologies, which offer our customers a variety of especially environment-friendly alternatives related to the use of hydraulic fracturing fluid additives and other aspects of our hydraulic fracturing operations. We created a hydraulic fracturing fluid system comprised of materials sourced entirely from the food industry. In addition, we have engineered a process that uses ultraviolet light to control the growth of bacteria in hydraulic fracturing fluids, allowing customers to minimize the use of chemical biocides. We are committed to the continued development of innovative chemical and mechanical technologies that allow for more economical and environmentally friendly development of the world’s oil and natural gas reserves.

In evaluating any environmental risks that may be associated with our hydraulic fracturing services, it is helpful to understand the role that we play in the development of shale natural gas and shale oil. Our principal task generally is to manage the process of injecting fracturing fluids into the borehole to 'stimulate' the well. Thus, based on the provisions in our contracts and applicable law, the primary environmental risks we face are potential pre-injection spills or releases of stored fracturing fluids and potential spills or releases of fuel or other fluids associated with pumps, blenders, conveyors, or other above-ground equipment used in the hydraulic fracturing process.

Although possible concerns have been raised about hydraulic fracturing operations, the circumstances described above have helped to mitigate those concerns. To date, we have not been obligated to compensate any indemnified party for any environmental liability arising directly from hydraulic fracturing, although there can be no assurance that such obligations or liabilities will not arise in the future.

Working capital

We fund our business operations through a combination of available cash and equivalents, short-term investments, and cash flow generated from operations. In addition, our revolving credit facility is available for additional working capital needs.

Web site access

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act of 1934 are made available free of charge on our internet web site at www.halliburton.com as soon as reasonably practicable after we have electronically filed the material with, or furnished it to, the Securities and Exchange Commission (SEC). The public may read and copy any materials we have filed with the SEC at the SEC’s Public Reference Room at 100 F Street, NE, Washington, DC 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains an internet site that contains our reports, proxy and information statements, and our other SEC filings. The address of that web site is www.sec.gov. We have posted on our web site our Code of Business Conduct, which applies to all of our employees and Directors and serves as a code of ethics for our principal executive officer, principal financial officer, principal accounting officer, and other persons performing similar functions. Any amendments to our Code of Business Conduct or any waivers from provisions of our Code of Business Conduct granted to the specified officers above are disclosed on our web site within four business days after the date of any amendment or waiver pertaining to these officers. There have been no waivers from provisions of our Code of Business Conduct for the years 2015, 2014, or 2013. Except to the extent expressly stated otherwise, information contained on or accessible from our web site or any other web site is not incorporated by reference into this annual report on Form 10-K and should not be considered part of this report.

Executive Officers of the Registrant

The following table indicates the names and ages of the executive officers of Halliburton Company as of February 5, 2016, including all offices and positions held by each in the past five years:

Name and Age	Offices Held and Term of Office
James S. Brown (Age 61)	President, Western Hemisphere of Halliburton Company, since January 2008
* Christian A. Garcia (Age 52)	Senior Vice President, Finance and Acting Chief Financial Officer of Halliburton Company, since January 2015
	Senior Vice President and Chief Accounting Officer of Halliburton Company, January 2014 to December 2014
	Senior Vice President and Treasurer of Halliburton Company, September 2011 to December 2013
	Senior Vice President, Investor Relations of Halliburton Company, January 2011 to August 2011
Charles E. Geer, Jr. (Age 45)	Vice President and Corporate Controller of Halliburton Company, since January 2015
	Vice President, Finance of Halliburton Company, December 2013 to December 2014
	Vice President and Chief Accounting Officer of Select Energy Services, April 2011 to November 2013
	Vice President and Principal Accounting Officer of Weatherford International, June 2010 to March 2011
Myrtle L. Jones (Age 56)	Senior Vice President, Tax of Halliburton Company, since March 2013
	Senior Managing Director of Tax and Internal Audit, Service Corporation International, February 2008 to February 2013
* David J. Lesar (Age 62)	Chairman of the Board and Chief Executive Officer of Halliburton Company, since August 2014
	Chairman of the Board, President, and Chief Executive Officer of Halliburton Company, August 2000 to July 2014
Mark A. McCollum (Age 56)	Executive Vice President and Chief Integration Officer of Halliburton Company, since January 2015
	Executive Vice President and Chief Financial Officer of Halliburton Company, January 2008 to December 2014
Timothy M. McKeon (Age 43)	Vice President and Treasurer of Halliburton Company, since January 2014
	Assistant Treasurer of Halliburton Company, September 2011 to December 2013
	Director of Finance, Drilling & Evaluation Division of Halliburton Company, February 2011 to August 2011
	Director of Treasury Operations of Halliburton Company, March 2009 to January 2011
* Jeffrey A. Miller (Age 52)	Member of the Board of Directors and President of Halliburton Company, since August 2014
	Executive Vice President and Chief Operating Officer of Halliburton Company, September 2012 to July 2014
	Senior Vice President, Global Business Development and Marketing of Halliburton Company, January 2011 to August 2012

*	Lawrence J. Pope (Age 47)	Executive Vice President of Administration and Chief Human Resources Officer of Halliburton Company, since January 2008
	Joe D. Rainey (Age 59)	President, Eastern Hemisphere of Halliburton Company, since January 2011
*	Robb L. Voyles (Age 58)	Executive Vice President, Secretary and General Counsel of Halliburton Company, since May 2015
		Executive Vice President and General Counsel of Halliburton Company, January 2014 to April 2015
		Senior Vice President, Law of Halliburton Company, September 2013 to December 2013
		Partner, Baker Botts L.L.P., January 1989 to August 2013

* Members of the Policy Committee of the registrant.

There are no family relationships between the executive officers of the registrant or between any director and any executive officer of the registrant.

Item 1(a). Risk Factors.

The statements in this section describe the known material risks to our business and should be considered carefully.

We may be unable to obtain the necessary consents and approvals from governmental authorities required to complete the Baker Hughes acquisition in a timely manner, or at all. Even if such consents and approvals are obtained, governmental authorities may impose conditions that could adversely affect us or cause the acquisition to be abandoned.

To complete the acquisition, we and Baker Hughes must satisfy various closing conditions, including obtaining certain consents and approvals from various governmental and regulatory authorities.

We have not yet obtained all of the regulatory consents and approvals required to complete the acquisition. Governmental or regulatory agencies could seek to block or challenge the acquisition. Even if these regulatory consents and approvals are obtained, they may not be obtained prior to April 30, 2016, the current deadline under the merger agreement to obtain required regulatory approvals before either party is permitted to terminate the merger agreement. The governmental authorities from which these approvals are required are expected to require significant divestitures, and may impose other conditions on the completion of the acquisition that could have an adverse effect on the combined company following the acquisition. We will be unable to complete the acquisition until consents and approvals are received from the European Commission (EC) and various other governmental authorities (jointly, the "Regulatory Clearances"). Notwithstanding that the statutory waiting period under U.S. law ended when our timing agreement with the U.S. Department of Justice (DOJ) expired on December 15, 2015, and even after completion of the acquisition, the DOJ and other governmental authorities could seek to block or challenge the acquisition as they deem necessary or desirable in the public interest. In addition, in some jurisdictions, a competitor, customer or other third party could initiate a private action under the antitrust laws challenging or seeking to enjoin the acquisition, before or after it is completed. Halliburton may not prevail and may incur significant costs in defending or settling any action under the antitrust laws. The merger agreement may require us to accept conditions from these regulators that could adversely impact the combined company. If we agree to undertake divestitures or comply with operating restrictions in order to obtain any approvals required to complete the acquisition, we may be less able to realize anticipated benefits of the acquisition, and the business and results of operations of the combined company after the acquisition may be adversely affected.

In December 2015, the DOJ informed us that they did not believe that our previously announced proposed divestitures were sufficient to address its concerns, and in January 2016, the EC issued a report detailing initial concerns about the competition-related implications of the acquisition. Although we have recently presented to the DOJ and informally notified the EC and other jurisdictions of an enhanced set of proposed divestitures, there can be no assurance that the proposed divestiture package will be sufficient to satisfy their concerns, and there is no agreement to date with the DOJ or the EC as to the adequacy of the proposed divestitures. Even if the proposed divestiture package is satisfactory to those and other authorities, there can be no assurance that we will be able to reach an agreement with one or more buyers of those product lines. If the Regulatory Clearances are not received, or they are not received on terms that satisfy the conditions set forth in the merger agreement, then neither we nor Baker Hughes will be obligated to complete the acquisition.

If we are unable to complete the acquisition, we would be subject to a number of risks, including the following:

- we would not realize the anticipated benefits of the acquisition, including, among other things, increased operating efficiencies;
- the attention of our management will have been diverted to the acquisition rather than to our own operations and the pursuit of other opportunities that could have been beneficial to us;
- the potential loss of key personnel during the pendency of the acquisition as employees may have experienced uncertainty about their future roles with the combined company;
- we will have been subject to certain restrictions on the conduct of our business, which may have prevented us from making certain acquisitions or dispositions or pursuing certain business opportunities while the acquisition is pending; and
- the trading price of our common stock may decline to the extent that the current market prices reflect a market assumption that the acquisition will be completed.

If the acquisition is not completed, our ongoing businesses may be adversely affected. If we are unable to close the acquisition by April 30, 2016, either Baker Hughes or we may terminate the merger agreement. Under the merger agreement, we could be required, in certain circumstances where the termination of the merger agreement is related to failures to obtain the Regulatory Clearances, to pay Baker Hughes a termination fee of $3.5 billion. If we do not complete the acquisition, we will also recognize additional non-cash expenses as discussed further in Note 2 to the consolidated financial statements. Payment of the termination fee and incurring such expenses could have material and adverse consequences to the financial condition and operations of Halliburton.

We can provide no assurance that the various closing conditions will be satisfied and that the necessary Regulatory Clearances and other approvals will be obtained, or that any required conditions will not materially adversely affect the combined company following the acquisition. In addition, we can provide no assurance that these conditions will not result in the abandonment or delay of the acquisition. The occurrence of any of these events individually or in combination could have a material adverse effect on our results of operations and the trading price of our common stock.

Pending litigation against us and Baker Hughes could result in an injunction preventing the consummation of the acquisition or may adversely affect our business, financial condition or results of operations following the acquisition.

Following the announcement of the acquisition, various lawsuits were filed in the Court of Chancery of the State of Delaware and the U.S. District Court for the Southern District of Texas against Baker Hughes, the members of the Baker Hughes Board, and us, alleging breaches of various fiduciary duties by the members of the Baker Hughes Board during the acquisition negotiations and by entering into the merger agreement and approving the acquisition and alleging that we and Baker Hughes aided and abetted such alleged breaches of fiduciary duties. Among other remedies, the plaintiffs sought to enjoin the acquisition and rescind the merger agreement, in addition to certain unspecified damages and reimbursement of costs. While we and Baker Hughes believe these suits are without merit and have entered into a memorandum of understanding with the plaintiffs of such lawsuits to settle such claims, the outcome of any such litigation is inherently uncertain and is contingent upon the acquisition closing and court approval. If the settlement is not approved or the lawsuits otherwise remain unresolved after the closing of the acquisition, it may adversely affect the combined company's business, financial condition or results of operation.

Our stockholders will have a reduced ownership and voting interest after the Baker Hughes acquisition and will exercise less influence over management of the combined company.

Our stockholders currently have the right to vote for our board of directors and on other matters affecting the company. When the acquisition occurs, each Baker Hughes stockholder that receives shares of our common stock will become a stockholder of ours and correspondingly, each of our stockholders will remain a stockholder of Halliburton Company with a percentage ownership of the combined company that is significantly smaller than the stockholder's percentage ownership prior to the acquisition. Upon completion of the acquisition, former Baker Hughes stockholders are expected to hold approximately 37% of our common stock. As a result of these reduced ownership percentages, our stockholders will have less influence on the management and policies of the combined company than they now have with respect to Halliburton Company.

We have incurred, and will continue to incur, significant transaction, acquisition-related and restructuring costs in connection with the Baker Hughes acquisition and the combined company could incur substantial expenses related to the integration of Baker Hughes.

We have incurred, and will continue to incur, significant costs associated with the expected combination of our operations and the operations of Baker Hughes, as well as transaction fees and other costs related to the acquisition. Many of these costs will be borne by us even if the acquisition is not completed. We have also incurred, will incur through completion of the acquisition, and the combined company will incur following the completion of the acquisition, substantial expenses in connection with integrating each company's respective businesses, policies, procedures, operations, technologies and systems. There are a large number of systems that must be integrated, including information management, purchasing, accounting and finance, sales, billing, payroll and benefits, fixed asset and lease administration systems and regulatory compliance. Many of the expenses that will be incurred, by their nature, are difficult to estimate accurately at the present time. These expenses could, particularly in the near term, reduce the savings that we expect to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings related to the integration of the businesses following the completion of the acquisition, and accordingly, any net benefits may not be achieved in the near term or at all. These integration expenses may result in significant charges taken against earnings by us prior to completion of the acquisition and by the combined company following the completion of the acquisition. During the year ended December 31, 2015, we incurred an aggregate of $411 million in costs related to the pending Baker Hughes acquisition, of which $308 million are acquisition and integration costs included within our consolidated statements of operations and $103 million are capitalized divestiture costs included within "Other current assets" on our consolidated balance sheets.

The market value of our common stock could decline if large amounts of our common stock are sold following the Baker Hughes acquisition.

Following the acquisition, our stockholders and former stockholders of Baker Hughes will own interests in a combined company operating an expanded business with more assets and a different mix of liabilities. Our current stockholders and the current stockholders of Baker Hughes may not wish to continue to invest in the combined company, or may wish to reduce their investment in the combined company, in order to comply with institutional investing guidelines, to increase diversification or to track any rebalancing of stock indices in which our or Baker Hughes common stock is or was included. If, following the acquisition, large amounts of our common stock are sold, the price of our common stock could decline.

The Baker Hughes acquisition may not be accretive, and may be dilutive, to our earnings per share in the near term, which may negatively affect the market price of our common stock.

We anticipate that the acquisition may not be accretive, and may be dilutive, to earnings per share until the end of the second calendar year after closing. This expectation is based on preliminary estimates that may materially change. In addition, future events and conditions could decrease or delay any accretion, result in dilution or cause greater dilution than is currently expected, including:

- further adverse changes in energy market conditions;
- commodity prices for oil, natural gas and natural gas liquids;
- production levels;
- operating results;
- competitive conditions;
- laws and regulations affecting the energy business;
- capital expenditure obligations;
- higher than expected integration costs;
- lower than expected synergies; and
- general economic conditions.

Any dilution of, or decrease or delay of any accretion to, our earnings per share could cause the price of our common stock to decline.

The combined Halliburton and Baker Hughes company will record goodwill that could become impaired and adversely affect the combined company's operating results.

The acquisition will be accounted for as an acquisition by us in accordance with accounting principles generally accepted in the United States. Under the acquisition method of accounting, the assets and liabilities of Baker Hughes will be recorded, as of the acquisition closing date, at their respective fair values and added to those of Halliburton. Our reported financial condition and results of operations issued after completion of the acquisition will reflect Baker Hughes balances and results after completion of the acquisition, but will not be restated retroactively to reflect the historical financial position or results of operations of Baker Hughes for periods prior to the acquisition. Under the acquisition method of accounting, the total purchase price will be allocated to Baker Hughes's tangible assets and liabilities and identifiable intangible assets based on their fair values as of the acquisition closing date. The excess of the purchase price over those fair values will be recorded as goodwill. We and Baker Hughes expect that the acquisition will result in the creation of goodwill based upon the application of the acquisition method of accounting. To the extent the value of goodwill or intangibles becomes impaired, which is more likely during adverse market conditions similar to the current environment, the combined company may be required to incur material charges relating to such impairment. Such a potential impairment charge could have a material adverse impact on the combined company's operating results.

The pendency of the Baker Hughes acquisition could adversely affect us.

In connection with the pending acquisition, some of our suppliers and customers may delay or defer sales and purchasing decisions, which could negatively impact revenues, earnings and cash flows regardless of whether the acquisition is completed. We have agreed in the merger agreement to refrain from taking certain actions with respect to our business and financial affairs during the pendency of the acquisition, which restrictions have been, and could continue to be, in place for an extended period of time if completion of the acquisition is delayed and could adversely impact our financial condition, results of operations or cash flows.

The combined Halliburton and Baker Hughes enterprise's indebtedness following the acquisition will be greater than Halliburton's existing indebtedness. Therefore, it may be more difficult for the combined enterprise to pay or refinance its debts or take other actions, and the combined enterprise may need to divert its cash flow from operations to debt service payments.

In connection with the acquisition, we will incur additional debt to pay the merger consideration and transaction expenses and the indebtedness of the combined enterprise will increase as a result of Baker Hughes's outstanding debt. Halliburton's total liabilities as of December 31, 2015 were approximately $21.4 billion, including $15.3 billion of long-term debt (including current maturities), which includes $7.5 billion aggregate principal amount of senior notes issued in November 2015 to finance a portion of the merger consideration. Baker Hughes's total liabilities as of December 31, 2015 were approximately $7.7 billion, including $4.0 billion of long-term debt (including current maturities). We could incur additional debt or use cash on hand to finance the remainder of the cash portion of the merger consideration. If the Baker Hughes acquisition is not completed, we will be required to redeem $2.5 billion of the senior notes issued in November 2015 at a price of 101% of their principal amount. See Note 8 to the consolidated financial statements for further information about debt financing for the pending acquisition. The combined enterprise's debt service obligations with respect to this increased indebtedness could have an adverse impact on its earnings and cash flows, which after the acquisition would include the earnings and cash flows of Baker Hughes, for as long as the indebtedness is outstanding.

The combined enterprise's increased indebtedness could also have important consequences to holders of our common stock. For example, it could:

- make it more difficult for the combined enterprise to pay or refinance its debts as they become due during adverse economic and industry conditions because any decrease in revenues could cause the combined enterprise to not have sufficient cash flows from operations to make its scheduled debt payments;
- limit the combined enterprise's flexibility to pursue other strategic opportunities or react to changes in its business and the industry in which it operates and, consequently, place the combined enterprise at a competitive disadvantage to its competitors with less debt;
- require a substantial portion of the combined enterprise's cash flows from operations to be used for debt service payments, thereby reducing the availability of its cash flow to fund working capital, capital expenditures, acquisitions, dividend payments and other general corporate purposes;
- result in a downgrade in the rating of our indebtedness, which could limit our ability to borrow additional funds and increase the interest rates applicable to our indebtedness (after the announcement of the acquisition, Standard & Poor's Ratings Services placed all of our ratings on negative watch, and all of Baker Hughes's ratings on negative watch, and in October 2015 Moody's placed all of our ratings on review for downgrade);
- result in higher interest expense in the event of increases in interest rates since some of our borrowings are, and will continue to be, at variable rates of interest; or
- require the combined enterprise to repatriate foreign earnings to meet liquidity demands, resulting in a tax payment that may not be accrued for.

Based upon current levels of operations, we expect the combined enterprise to be able to generate sufficient cash on a consolidated basis to make all of the principal and interest payments when such payments are due under our existing credit facilities, indentures and other instruments governing our outstanding indebtedness, and the indebtedness of Baker Hughes that may remain outstanding after the acquisition, but there can be no assurance that the combined enterprise will be able to repay or refinance such borrowings and obligations.

Following the Baker Hughes acquisition, the combined company may encounter difficulties in integrating Halliburton's and Baker Hughes's businesses and realizing the anticipated benefits of the acquisition.

The acquisition involves the combination of two companies which currently operate as independent public companies. The combined company will be required to devote management attention and resources to integrating its business practices and operations, and prior to the acquisition, management attention and resources will be required to plan for such integration. Potential difficulties the combined company may encounter in the integration process include the following:

- the inability to successfully integrate the respective businesses of the two companies in a manner that permits the combined company to achieve the cost savings and operating synergies anticipated to result from the acquisition, which could result in the anticipated benefits of the acquisition not being realized partly or wholly in the time frame currently anticipated or at all;
- lost sales and customers as a result of certain customers of either or both of the two companies deciding not to do business with the combined company, or deciding to decrease their amount of business in order to reduce their reliance on a single company;
- integrating personnel from the two companies while maintaining focus on providing consistent, high quality products and services;
- potential unknown liabilities and unforeseen increased expenses, delays or regulatory conditions associated with the acquisition; and
- performance shortfalls at one or both of the two companies as a result of the diversion of management's attention caused by completing the acquisition and integrating the companies' operations.

Liabilities arising out of the Macondo well incident could have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition.

The semisubmersible drilling rig, Deepwater Horizon, sank on April 22, 2010 after an explosion and fire onboard the rig that began on April 20, 2010. The Deepwater Horizon was owned by Transocean Ltd. and had been drilling the Macondo exploration well in the Gulf of Mexico for the lease operator, BP Exploration and Production, Inc. (BP). We performed a variety of services on that well for BP. There were eleven fatalities and a number of injuries as a result of the Macondo well incident.

Numerous lawsuits relating to the Macondo well incident and alleging damages arising from the blowout were filed against various parties, including BP, Transocean and us, most of which were consolidated in a Multi-District Litigation (MDL) proceeding. In addition, the Bureau of Safety and Environmental Enforcement has issued a notification of Incidents of Noncompliance (INCs) to us relating to the Macondo well incident. We understand that regulations in effect at the time of the alleged violations provide for fines of up to $35,000 per day per violation.

Although the MDL proceeding has concluded and we, BP, Transocean and the plaintiff's steering committee in the MDL proceeding have settled all claims against each other, the MDL rulings are still subject to appeal and the settlements are subject to court approval and other conditions before they become effective. In addition, we have appealed the INCs, but the appeal has been suspended pending final resolution, including appeals, of the MDL. If the MDL court's ruling that we were not grossly negligent is overturned on appeal, and our settlement is not approved, liabilities resulting from the Macondo well incident could have a material adverse effect on our liquidity, consolidated results of operations and consolidated financial condition. We are unable to predict whether or when the court will approve our MDL settlement or whether or when the conditions of our MDL Settlement will be satisfied.

For additional information relating to the Macondo well incident, our MDL Settlement, the status of the MDL and the INCs, see Note 9 to the consolidated financial statements.

Our operations are subject to political and economic instability, risk of government actions, and cyber-attacks that could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

We are exposed to risks inherent in doing business in each of the countries in which we operate. Our operations are subject to various risks unique to each country that could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition. With respect to any particular country, these risks may include:

- political and economic instability, including:
  - civil unrest, acts of terrorism, force majeure, war, other armed conflict, and sanctions;
  - inflation; and
  - currency fluctuations, devaluations, and conversion restrictions; and
- governmental actions that may:
  - result in expropriation and nationalization of our assets in that country;
  - result in confiscatory taxation or other adverse tax policies;
  - limit or disrupt markets or our operations, restrict payments, or limit the movement of funds;
  - result in the deprivation of contract rights; and
  - result in the inability to obtain or retain licenses required for operation.

For example, due to the unsettled political conditions in many oil-producing countries, our operations, revenue, and profits are subject to the adverse consequences of war, the effects of terrorism, civil unrest, strikes, currency controls, and governmental actions. These and other risks described above could result in the loss of our personnel or assets, cause us to evacuate our personnel from certain countries, cause us to increase spending on security worldwide, disrupt financial and commercial markets, including the supply of and pricing for oil and natural gas, and generate greater political and economic instability in some of the geographic areas in which we operate. Areas where we operate that have significant risk include, but are not limited to: the Middle East, North Africa, Angola, Azerbaijan, Colombia, Indonesia, Kazakhstan, Mexico, Nigeria, Russia, and Venezuela. In addition, any possible reprisals as a consequence of military or other action, such as acts of terrorism in the United States or elsewhere, could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

Our operations are becoming increasingly dependent on digital technologies and services. We use these technologies for internal purposes, including data storage, processing, and transmissions, as well as in our interactions with customers and suppliers. Digital technologies are subject to the risk of cyber-attacks. If our systems for protecting against cybersecurity risks prove not to be sufficient, we could be adversely affected by, among other things: loss of or damage to intellectual property, proprietary or confidential information, or customer, supplier, or employee data; interruption of our business operations; and increased costs required to prevent, respond to, or mitigate cybersecurity attacks. These risks could harm our reputation and our relationships with customers, suppliers, employees, and other third parties, and may result in claims against us. In addition, these risks could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

Our operations outside the United States require us to comply with a number of United States and international regulations, violations of which could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

Our operations outside the United States require us to comply with a number of United States and international regulations. For example, our operations in countries outside the United States are subject to the United States Foreign Corrupt Practices Act (FCPA), which prohibits United States companies and their agents and employees from providing anything of value to a foreign official for the purposes of influencing any act or decision of these individuals in their official capacity to help obtain or retain business, direct business to any person or corporate entity, or obtain any unfair advantage. Our activities create the risk of unauthorized payments or offers of payments by our employees, agents, or joint venture partners that could be in violation of anti-corruption laws, even though these parties are not subject to our control. We have internal control policies and procedures and have implemented training and compliance programs for our employees and agents with respect to the

FCPA. However, we cannot assure that our policies, procedures, and programs always will protect us from reckless or criminal acts committed by our employees or agents. Allegations of violations of applicable anti-corruption laws may result in internal, independent, or government investigations. Violations of anti-corruption laws may result in severe criminal or civil sanctions, and we may be subject to other liabilities, which could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

In addition, the shipment of goods, services, and technology across international borders subjects us to extensive trade laws and regulations. Our import activities are governed by the unique customs laws and regulations in each of the countries where we operate. Moreover, many countries, including the United States, control the export and re-export of certain goods, services and technology and impose related export recordkeeping and reporting obligations. Governments may also impose economic sanctions against certain countries, persons, and entities that may restrict or prohibit transactions involving such countries, persons and entities, which may limit or prevent our conduct of business in certain jurisdictions. During 2014, the United States and European Union imposed sectoral sanctions directed at Russia's oil and gas industry. Among other things, these sanctions restrict the provision of goods, services, and technology in support of exploration or production for deep water, Arctic offshore, or shale projects that have the potential to produce oil in Russia. These sanctions resulted in our winding down and ending work on two projects in Russia in 2014, and have prevented us from pursuing certain other projects in Russia. Any expansion of sanctions against Russia's oil and gas industry could further hinder our ability to do business in Russia, which could have a material adverse effect on our consolidated results of operations.

The laws and regulations concerning import activity, export recordkeeping and reporting, export control, and economic sanctions are complex and constantly changing. These laws and regulations can cause delays in shipments and unscheduled operational downtime. Moreover, any failure to comply with applicable legal and regulatory trading obligations could result in criminal and civil penalties and sanctions, such as fines, imprisonment, debarment from governmental contracts, seizure of shipments and loss of import and export privileges. In addition, investigations by governmental authorities as well as legal, social, economic, and political issues in these countries could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition. We are also subject to the risks that our employees, joint venture partners, and agents outside of the United States may fail to comply with other applicable laws.

Changes in, compliance with, or our failure to comply with laws in the countries in which we conduct business may negatively impact our ability to provide services in, make sales of equipment to, and transfer personnel or equipment among some of those countries and could have a material adverse effect on our business and consolidated results of operations.

In the countries in which we conduct business, we are subject to multiple and, at times, inconsistent regulatory regimes, including those that govern our use of radioactive materials, explosives, and chemicals in the course of our operations. Various national and international regulatory regimes govern the shipment of these items. Many countries, but not all, impose special controls upon the export and import of radioactive materials, explosives, and chemicals. Our ability to do business is subject to maintaining required licenses and complying with these multiple regulatory requirements applicable to these special products. In addition, the various laws governing import and export of both products and technology apply to a wide range of services and products we offer. In turn, this can affect our employment practices of hiring people of different nationalities because these laws may prohibit or limit access to some products or technology by employees of various nationalities. Changes in, compliance with, or our failure to comply with these laws may negatively impact our ability to provide services in, make sales of equipment to, and transfer personnel or equipment among some of the countries in which we operate and could have a material adverse effect on our business and consolidated results of operations.

The adoption of any future federal, state, or local laws or implementing regulations imposing reporting obligations on, or limiting or banning, the hydraulic fracturing process could make it more difficult to complete natural gas and oil wells and could have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition.

Various federal legislative and regulatory initiatives have been undertaken which could result in additional requirements or restrictions being imposed on hydraulic fracturing operations. For example, the Department of Interior has issued regulations that apply to hydraulic fracturing operations on wells that are subject to federal oil and gas leases and that impose requirements regarding the disclosure of chemicals used in the hydraulic fracturing process as well as requirements to obtain certain federal approvals before proceeding with hydraulic fracturing at a well site. The Department of Interior has been preliminarily enjoined from enforcing these regulations pending the outcome of a federal court challenge. If they become effective, these regulations would establish additional levels of regulation at the federal level that could lead to operational delays and increased operating costs. At the same time, legislation and/or regulations have been adopted in several states that require additional disclosure regarding chemicals used in the hydraulic fracturing process but that generally include protections for proprietary information. Legislation and/or regulations are being considered at the state and local level that could impose further chemical disclosure or other regulatory requirements (such as restrictions on the use of certain types of chemicals or prohibitions on hydraulic fracturing operations in certain areas) that could affect our operations. Two states (New York and Vermont) have banned the use of high volume hydraulic fracturing. Local jurisdictions in some states have adopted ordinances that restrict or in certain cases prohibit the use of hydraulic fracturing for oil and gas development. In addition, governmental authorities in various foreign countries where we have provided or may provide hydraulic fracturing services have imposed or are considering imposing various restrictions or conditions that may affect hydraulic fracturing operations.

The adoption of any future federal, state, local, or foreign laws or implementing regulations imposing reporting obligations on, or limiting or banning, the hydraulic fracturing process could make it more difficult to complete natural gas and oil wells and could have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition.

Liability for cleanup costs, natural resource damages, and other damages arising as a result of environmental laws could be substantial and could have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition.

We are exposed to claims under environmental requirements and, from time to time, such claims have been made against us. In the United States, environmental requirements and regulations typically impose strict liability. Strict liability means that in some situations we could be exposed to liability for cleanup costs, natural resource damages, and other damages as a result of our conduct that was lawful at the time it occurred or the conduct of prior operators or other third parties. Liability for damages arising as a result of environmental laws could be substantial and could have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition.

We are periodically notified of potential liabilities at federal and state superfund sites. These potential liabilities may arise from both historical Halliburton operations and the historical operations of companies that we have acquired. Our exposure at these sites may be materially impacted by unforeseen adverse developments both in the final remediation costs and with respect to the final allocation among the various parties involved at the sites. The relevant regulatory agency may bring suit against us for amounts in excess of what we have accrued and what we believe is our proportionate share of remediation costs at any superfund site. We also could be subject to third-party claims, including punitive damages, with respect to environmental matters for which we have been named as a potentially responsible party.

Failure on our part to comply with, and the costs of compliance with, applicable health, safety, and environmental requirements could have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition.

Our business is subject to a variety of health, safety, and environmental laws, rules, and regulations in the United States and other countries, including those covering hazardous materials and requiring emission performance standards for facilities. For example, our well service operations routinely involve the handling of significant amounts of waste materials, some of which are classified as hazardous substances. We also store, transport, and use radioactive and explosive materials in certain of our operations. Applicable regulatory requirements include, for example, those concerning:

- the containment and disposal of hazardous substances, oilfield waste, and other waste materials;
- the importation and use of radioactive materials;
- the use of underground storage tanks;
- the use of underground injection wells; and
- the protection of worker safety both onshore and offshore.

These and other requirements generally are becoming increasingly strict. Sanctions for failure to comply with the requirements, many of which may be applied retroactively, may include:

- administrative, civil, and criminal penalties;
- revocation of permits to conduct business; and
- corrective action orders, including orders to investigate and/or clean up contamination.

Failure on our part to comply with applicable environmental requirements could have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition. We are also exposed to costs arising from regulatory compliance, including compliance with changes in or expansion of applicable regulatory requirements, which could have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition.

Existing or future laws, regulations, treaties or international agreements related to greenhouse gases and climate change could have a negative impact on our business and may result in additional compliance obligations with respect to the release, capture, and use of carbon dioxide that could have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition.

Changes in environmental requirements related to greenhouse gases and climate change may negatively impact demand for our services. For example, oil and natural gas exploration and production may decline as a result of environmental requirements, including land use policies responsive to environmental concerns. State, national, and international governments and agencies have been evaluating climate-related legislation and other regulatory initiatives that would restrict emissions of greenhouse gases in areas in which we conduct business. Because our business depends on the level of activity in the oil and natural gas industry, existing or future laws, regulations, treaties, or international agreements related to greenhouse gases and climate change, including incentives to conserve energy or use alternative energy sources, could have a negative impact on our business if such laws, regulations, treaties, or international agreements reduce demand for oil and natural gas. Likewise, such restrictions may result in additional compliance obligations with respect to the release, capture, sequestration, and use of carbon dioxide that could have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition.

Trends in oil and natural gas prices affect the level of exploration, development, and production activity of our customers and the demand for our services and products, which could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

Demand for our services and products is particularly sensitive to the level of exploration, development, and production activity of, and the corresponding capital spending by, oil and natural gas companies. The level of exploration, development, and production activity is directly affected by trends in oil and natural gas prices, which historically have been volatile and are likely to continue to be volatile.

Prices for oil and natural gas are subject to large fluctuations in response to relatively minor changes in the supply of and demand for oil and natural gas, market uncertainty, and a variety of other economic factors that are beyond our control. Crude oil prices have declined significantly since 2014, with West Texas Intermediate (WTI) oil spot prices declining from a high of $108 per barrel in June 2014 to a low of $27 per barrel in January 2016, a level which has not been experienced since 2003. Crude oil prices are not forecast to improve significantly during 2016. We anticipate 2016 will be another challenging year for us, as our customers continue to make downward revisions to their operating budgets. Therefore, we expect a continued reduction in activity coupled with pricing pressures, and corresponding reductions in revenue and operating performance in 2016. For more information, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Business Environment and Results of Operations.”

Any prolonged reduction in oil and natural gas prices will depress the immediate levels of exploration, development, and production activity which could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition. Should current market conditions worsen or persist for an extended period of time, we may be required to record additional asset impairments, including an impairment of the carrying value of our goodwill. Such a potential impairment charge could have a material adverse impact on our operating results. Even the perception of longer-term lower oil and natural gas prices by oil and natural gas companies can similarly reduce or defer major expenditures given the long-term nature of many large-scale development projects.

Factors affecting the prices of oil and natural gas include:

- the level of supply and demand for oil and natural gas, especially demand for natural gas in the United States;
- governmental regulations, including the policies of governments regarding the exploration for and production and development of their oil and natural gas reserves;
- weather conditions and natural disasters;
- worldwide political, military, and economic conditions;
- the level of oil production by non-OPEC countries and the available excess production capacity within OPEC;
- oil refining capacity and shifts in end-customer preferences toward fuel efficiency and the use of natural gas;
- the cost of producing and delivering oil and natural gas; and
- potential acceleration of the development of alternative fuels.

Our business is dependent on capital spending by our customers, and reductions in capital spending could have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition.

Our business is directly affected by changes in capital expenditures by our customers, and reductions in their capital spending could reduce demand for our services and products and have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition. Some of the items that may impact our customer's capital spending include:

- oil and natural gas prices, including volatility of oil and natural gas prices and expectations regarding future prices;
- the inability of our customers to access capital on economically advantageous terms;
- the consolidation of our customers;
- customer personnel changes; and
- adverse developments in the business or operations of our customers, including write-downs of reserves and borrowing base reductions under customer credit facilities.

As a result of the decreases in commodity prices, many of our customers reduced capital spending in 2015 and have continued a reduction in their capital spending budgets for 2016. We expect that further reductions in commodity prices or prices remaining at current levels for a prolonged period of time may result in further capital budget reductions in the future.

Our business could be materially and adversely affected by severe or unseasonable weather where we have operations.

Our business could be materially and adversely affected by severe weather, particularly in the Gulf of Mexico, Russia, and the North Sea. Some experts believe global climate change could increase the frequency and severity of extreme weather conditions. Repercussions of severe or unseasonable weather conditions may include:

- evacuation of personnel and curtailment of services;
- weather-related damage to offshore drilling rigs resulting in suspension of operations;
- weather-related damage to our facilities and project work sites;
- inability to deliver materials to jobsites in accordance with contract schedules;
- decreases in demand for natural gas during unseasonably warm winters; and
- loss of productivity.

Changes in or interpretation of tax law and currency/repatriation control could impact the determination of our income tax liabilities for a tax year.

We have operations in approximately 80 countries. Consequently, we are subject to the jurisdiction of a significant number of taxing authorities. The income earned in these various jurisdictions is taxed on differing bases, including net income actually earned, net income deemed earned, and revenue-based tax withholding. The final determination of our income tax liabilities involves the interpretation of local tax laws, tax treaties, and related authorities in each jurisdiction, as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. Changes in the operating environment, including changes in or interpretation of tax law and currency/repatriation controls, could impact the determination of our income tax liabilities for a tax year.

We are subject to foreign exchange risks and limitations on our ability to reinvest earnings from operations in one country to fund the capital needs of our operations in other countries or to repatriate assets from some countries.

A sizable portion of our consolidated revenue and consolidated operating expenses is in foreign currencies. As a result, we are subject to significant risks, including:

- foreign currency exchange risks resulting from changes in foreign currency exchange rates and the implementation of exchange controls; and
- limitations on our ability to reinvest earnings from operations in one country to fund the capital needs of our operations in other countries.

As an example, we conduct business in countries, such as Venezuela, that have restricted or limited trading markets for their local currencies. We may accumulate cash in those geographies, but we may be limited in our ability to convert our profits into United States dollars or to repatriate the profits from those countries. In addition, we may accumulate cash in foreign jurisdictions that may be subject to taxation if repatriated to the United States. For further information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Business Environment and Results of Operations" and Note 10 to the consolidated financial statements.

Our failure to protect our proprietary information and any successful intellectual property challenges or infringement proceedings against us could materially and adversely affect our competitive position.

We rely on a variety of intellectual property rights that we use in our services and products. We may not be able to successfully preserve these intellectual property rights in the future, and these rights could be invalidated, circumvented, or challenged. In addition, the laws of some foreign countries in which our services and products may be sold do not protect intellectual property rights to the same extent as the laws of the United States. Our failure to protect our proprietary information and any successful intellectual property challenges or infringement proceedings against us could materially and adversely affect our competitive position.

If we are not able to design, develop, and produce commercially competitive products and to implement commercially competitive services in a timely manner in response to changes in the market, customer requirements, competitive pressures, and technology trends, our business and consolidated results of operations could be materially and adversely affected, and the value of our intellectual property may be reduced.

The market for our services and products is characterized by continual technological developments to provide better and more reliable performance and services. If we are not able to design, develop, and produce commercially competitive products and to implement commercially competitive services in a timely manner in response to changes in the market, customer requirements, competitive pressures, and technology trends, our business and consolidated results of operations could be materially and adversely affected, and the value of our intellectual property may be reduced. Likewise, if our proprietary technologies, equipment, facilities, or work processes become obsolete, we may no longer be competitive, and our business and consolidated results of operations could be materially and adversely affected.

If our customers delay paying or fail to pay a significant amount of our outstanding receivables, it could have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition.

We depend on a limited number of significant customers. While none of these customers represented more than 10% of consolidated revenue in any period presented, the loss of one or more significant customers could have a material adverse effect on our business and our consolidated results of operations.

In most cases, we bill our customers for our services in arrears and are, therefore, subject to our customers delaying or failing to pay our invoices. In weak economic environments, we may experience increased delays and failures due to, among other reasons, a reduction in our customers' cash flow from operations and their access to the credit markets. If our customers delay paying or fail to pay us a significant amount of our outstanding receivables, it could have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition.

Our business in Venezuela subjects us to actions by the Venezuelan government, the risk of delayed payments, and currency risks, which could have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition.

We believe there are risks associated with our operations in Venezuela, including the possibility that the Venezuelan government could assume control over our operations and assets. Any delays in receiving payment on our receivables from our primary customer in Venezuela or failure to pay us a significant amount of our outstanding receivables could have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition.

The future results of our Venezuelan operations will be affected by many factors, including the foreign currency exchange rate, actions of the Venezuelan government, and general economic conditions such as continued inflation and future customer payments and spending. For further information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Business Environment and Results of Operations - International operations - Venezuela."

Some of our customers require bids for contracts in the form of long-term, fixed pricing contracts that may require us to assume additional risks associated with cost over-runs, operating cost inflation, labor availability and productivity, supplier and contractor pricing and performance, and potential claims for liquidated damages.

Some of our customers, primarily NOCs, may require bids for contracts in the form of long-term, fixed pricing contracts that may require us to provide integrated project management services outside our normal discrete business to act as project managers as well as service providers, and may require us to assume additional risks associated with cost over-runs. These customers may provide us with inaccurate information in relation to their reserves, which is a subjective process that involves location and volume estimation, that may result in cost over-runs, delays, and project losses. In addition, NOCs often operate in countries with unsettled political conditions, war, civil unrest, or other types of community issues. These issues may also result in cost over-runs, delays, and project losses.

Providing services on an integrated basis may also require us to assume additional risks associated with operating cost inflation, labor availability and productivity, supplier pricing and performance, and potential claims for liquidated damages. We rely on third-party subcontractors and equipment providers to assist us with the completion of these types of contracts. To the extent that we cannot engage subcontractors or acquire equipment or materials in a timely manner and on reasonable terms, our ability to complete a project in accordance with stated deadlines or at a profit may be impaired. If the amount we are required to pay for these goods and services exceeds the amount we have estimated in bidding for fixed-price work, we could experience losses in the performance of these contracts. These delays and additional costs may be substantial, and we may be required to compensate our customers for these delays. This may reduce the profit to be realized or result in a loss on a project.

Constraints in the supply of, prices for, and availability of transportation of raw materials can have a material adverse effect on our business and consolidated results of operations.

Raw materials essential to our business, such as proppants, hydrochloric acid, and gels, including guar gum, are normally readily available. Shortage of raw materials as a result of high levels of demand or loss of suppliers during market challenges can trigger constraints in the supply chain of those raw materials, particularly where we have a relationship with a single supplier for a particular resource. Many of the raw materials essential to our business require the use of rail, storage, and trucking services to transport the materials to our jobsites. These services, particularly during times of high demand, may cause delays in the arrival of or otherwise constrain our supply of raw materials. These constraints could have a material adverse effect on our business and consolidated results of operations. In addition, price increases imposed by our vendors for raw materials used in our business and the inability to pass these increases through to our customers could have a material adverse effect on our business and consolidated results of operations.

Our acquisitions, dispositions, and investments may not result in anticipated benefits and may present risks not originally contemplated, which may have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition.

We continually seek opportunities to maximize efficiency and value through various transactions, including purchases or sales of assets, businesses, investments, or joint venture interests. These transactions are intended to (but may not) result in the realization of savings, the creation of efficiencies, the offering of new products or services, the generation of cash or income, or the reduction of risk. Acquisition transactions may be financed by additional borrowings or by the issuance of our common stock. These transactions may also affect our liquidity, consolidated results of operations, and consolidated financial condition.

These transactions also involve risks, and we cannot ensure that:

- any acquisitions would result in an increase in income or provide an adequate return of capital or other anticipated benefits;
- any acquisitions would be successfully integrated into our operations and internal controls;
- the due diligence conducted prior to an acquisition would uncover situations that could result in financial or legal exposure, including under the FCPA, or that we will appropriately quantify the exposure from known risks;
- any disposition would not result in decreased earnings, revenue, or cash flow;
- use of cash for acquisitions would not adversely affect our cash available for capital expenditures and other uses;
- any dispositions, investments, or acquisitions, including integration efforts, would not divert management resources; or
- any dispositions, investments, or acquisitions would not have a material adverse effect on our liquidity, consolidated results of operations, or consolidated financial condition.

Actions of and disputes with our joint venture partners could have a material adverse effect on the business and results of operations of our joint ventures and, in turn, our business and consolidated results of operations.

We conduct some operations through joint ventures, where control may be shared with unaffiliated third parties. As with any joint venture arrangement, differences in views among the joint venture participants may result in delayed decisions or in failures to agree on major issues. We also cannot control the actions of our joint venture partners, including any nonperformance, default, or bankruptcy of our joint venture partners. These factors could have a material adverse effect on the business and results of operations of our joint ventures and, in turn, our business and consolidated results of operations.

Our ability to operate and our growth potential could be materially and adversely affected if we cannot employ and retain technical personnel at a competitive cost.

Many of the services that we provide and the products that we sell are complex and highly engineered and often must perform or be performed in harsh conditions. We believe that our success depends upon our ability to employ and retain technical personnel with the ability to design, utilize, and enhance these services and products. A significant increase in the wages paid by competing employers could result in a reduction of our skilled labor force, increases in the wage rates that we must pay, or both. If either of these events were to occur, our cost structure could increase, our margins could decrease, and any growth potential could be impaired.

The loss or unavailability of any of our executive officers or other key employees could have a material adverse effect on our business.

We depend greatly on the efforts of our executive officers and other key employees to manage our operations. The loss or unavailability of any of our executive officers or other key employees could have a material adverse effect on our business.

Item 1(b). Unresolved Staff Comments.

None.

Item 2. Properties.

We own or lease numerous properties in domestic and foreign locations. Our principal properties include manufacturing facilities, research and development laboratories, technology centers, and corporate offices. We also have numerous small facilities that include sales, project, and support offices and bulk storage facilities throughout the world. All of our owned properties are unencumbered.

The following locations represent our major facilities by segment:

Completion and Production: Arbroath, United Kingdom; Johor Bahru, Malaysia; and Lafayette, Louisiana.

Drilling and Evaluation: Alvarado, Texas; Nisku, Canada; and The Woodlands, Texas.

Shared/corporate facilities: Carrollton, Texas; Denver, Colorado; Dhahran, Saudi Arabia; Dubai, United Arab Emirates (corporate executive offices); Duncan, Oklahoma; Houston, Texas (corporate executive offices); Kuala Lumpur, Malaysia; London, England; Moscow, Russia; Panama City, Panama; Pune, India; Rio de Janeiro, Brazil; Singapore; and Stavanger, Norway.

We believe all properties that we currently occupy are suitable for their intended use.

Item 3. Legal Proceedings.

Information related to Item 3. Legal Proceedings is included in Note 9 to the consolidated financial statements.

Item 4. Mine Safety Disclosures.

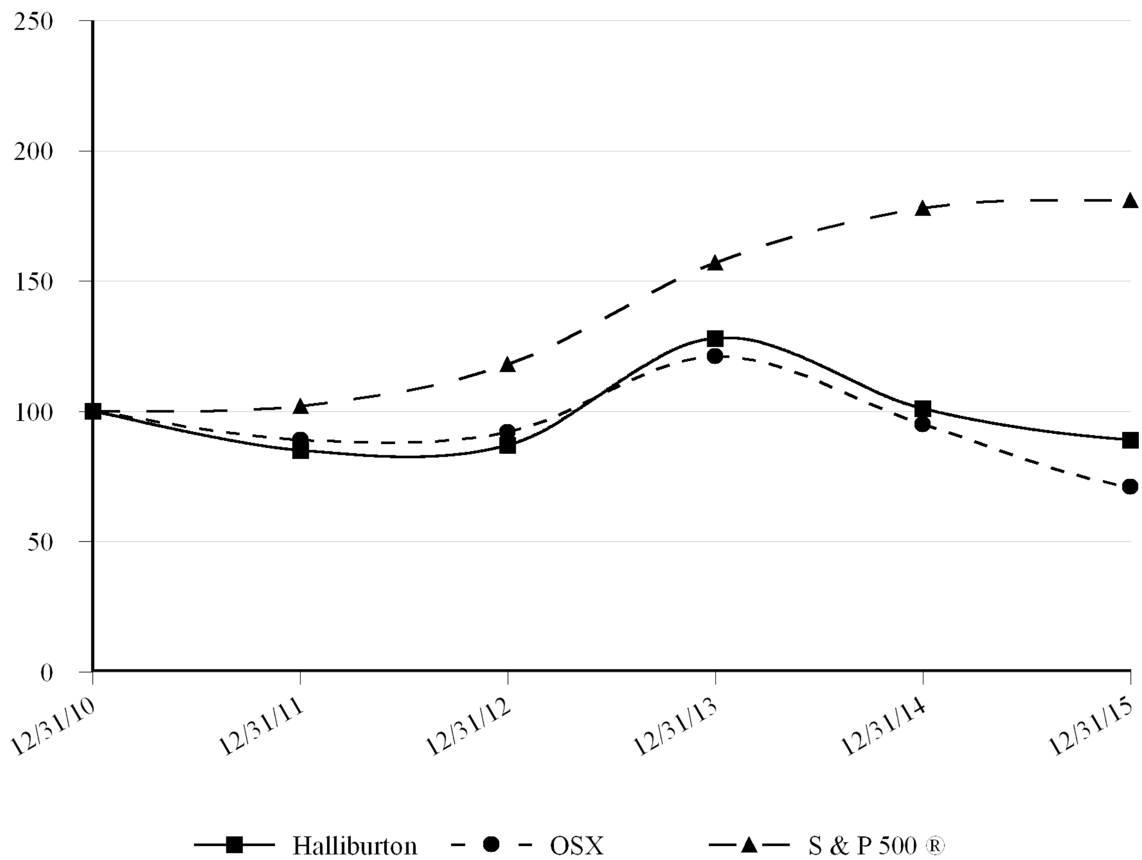
Our barite and bentonite mining operations, in support of our fluid services business, are subject to regulation by the federal Mine Safety and Health Administration under the Federal Mine Safety and Health Act of 1977. Information concerning mine safety violations or other regulatory matters required by section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K (17 CFR 229.104) is included in Exhibit 95 to this annual report.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities.

Halliburton Company's common stock is traded on the New York Stock Exchange. Information related to the high and low market prices of our common stock and quarterly dividend payments is included under the caption "Quarterly Data and Market Price Information" on page 77 of this annual report. Quarterly cash dividends on our common stock, which were paid in March, June, September, and December of each year, were $0.15 per share for the first three quarters of 2014, and $0.18 per share in the fourth quarter of 2014 and all four quarters of 2015. The declaration and payment of future dividends will be at the discretion of the Board of Directors and will depend on, among other things, future earnings, general financial condition and liquidity, success in business activities, capital requirements, and general business conditions. Subject to Board of Directors approval, our intention is to pay dividends representing at least 15% to 20% of our net income on an annual basis.

The following graph and table compare total shareholder return on our common stock for the five-year period ended December 31, 2015, with the Philadelphia Oil Service Index (OSX) and the Standard & Poor's 500 ® Index over the same period. This comparison assumes the investment of $100 on December 31, 2010, and the reinvestment of all dividends. The shareholder return set forth is not necessarily indicative of future performance.



	December 31					
	2010	2011	2012	2013	2014	2015
Halliburton	$ 100.00	$ 85.31	$ 86.73	$ 128.36	$ 100.63	$ 88.69
Philadelphia Oil Service Index (OSX)	100.00	89.45	92.26	121.15	95.32	71.30
Standard & Poor's 500 ® Index	100.00	102.11	118.45	156.82	178.28	180.75

At January 29, 2016, we had 13,484 shareholders of record. In calculating the number of shareholders, we consider clearing agencies and security position listings as one shareholder for each agency or listing.

The following table is a summary of repurchases of our common stock during the three-month period ended December 31, 2015.

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (b)	Maximum Number (or Approximate Dollar Value) of Shares that may yet be Purchased Under the Program (b)
October 1 - 31	34,214	$38.54	—	$5,700,004,373
November 1 - 30	60,838	$38.65	—	$5,700,004,373
December 1 - 31	166,766	$37.54	—	$5,700,004,373
Total	261,818	$37.93	—	

(a) All of the 261,818 shares purchased during the three-month period ended December 31, 2015 were acquired from employees in connection with the settlement of income tax and related benefit withholding obligations arising from vesting in restricted stock grants. These shares were not part of a publicly announced program to purchase common stock.

(b) Our Board of Directors has authorized a plan to repurchase our common stock from time to time. During the fourth quarter of 2015, we did not repurchase shares of our common stock pursuant to that plan. We have authorization remaining to repurchase up to a total of approximately $5.7 billion of our common stock.

Item 6. Selected Financial Data.

Information related to selected financial data is included on page 76 of this annual report.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Information related to Management's Discussion and Analysis of Financial Condition and Results of Operations is included on pages 21 through 41 of this annual report.

Item 7(a). Quantitative and Qualitative Disclosures About Market Risk.

Information related to market risk is included in "Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Instrument Market Risk" on page 40 of this annual report and Note 14 to the consolidated financial statements on page 69 of this annual report.

Item 8. Financial Statements and Supplementary Data.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9(a). Controls and Procedures.

In accordance with the Securities Exchange Act of 1934 Rules 13a-15 and 15d-15, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2015 to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Our disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

There has been no change in our internal control over financial reporting that occurred during the three months ended December 31, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

See page 42 for Management's Report on Internal Control Over Financial Reporting and page 44 for Report of Independent Registered Public Accounting Firm on its assessment of our internal control over financial reporting.

Item 9(b). Other Information.

None.

EXECUTIVE OVERVIEW

Pending acquisition of Baker Hughes

In November 2014, we and Baker Hughes entered into a merger agreement under which, subject to the conditions set forth in the merger agreement, we will acquire all the outstanding shares of Baker Hughes in a stock and cash transaction. The acquisition is expected to create a leading global oilfield services company and combine the companies' product and service capabilities to deliver exceptional depth and breadth of solutions to our customers. We are continuing our discussions with competition authorities to obtain approval of the acquisition and recently offered an enhanced set of divestitures in an effort to resolve competition-related concerns. We have agreed with Baker Hughes to extend the period to obtain required regulatory approvals to no later than April 30, 2016, and remain focused on completing the transaction as early as possible in 2016. See Note 2 to the consolidated financial statements for further information about the pending acquisition and Item 1(a). "Risk Factors" for risks associated with the pending acquisition.

Financial results

We experienced a decline in revenue and operating income during 2015, as compared to 2014, as a result of the depressed crude oil pricing environment and its corresponding negative impact on activity levels and pricing for our products and services. The industry experienced an unprecedented decline in North America stimulation activity during 2015, which significantly impacted our financial results. From its peak in November 2014 through December 31, 2015, the United States land rig count declined approximately 64%, which in turn has resulted in pricing pressure across the services industry.

We generated $23.6 billion of revenue during 2015, a 28% decrease from the $32.9 billion of revenue generated in 2014. We reported an operating loss of $165 million in 2015, as compared to operating income of $5.1 billion in 2014. This decrease was due to a decline in activity and pricing in most of our product services lines, particularly stimulation activity in the United States land market, as well as our company-wide cost mitigation activities, as a result of which we recorded $2.2 billion of impairments and other charges during 2015. These charges were recorded primarily as a result of the downturn in the energy market, and consisted of equipment write-offs, asset impairments, expenses and write-downs related to idle equipment, impairments of intangible assets, inventory write-downs, severance costs, country and facility closures, and other items. We took actions to reduce our cost structure, which included a global headcount reduction of approximately 25% since the beginning of 2015, to help mitigate the current market conditions that we are experiencing. See Note 3 to the consolidated financial statements for further information about these charges.

Business outlook

Reduced commodity prices made 2015 a challenging year, as this created widespread pricing pressure and activity reductions on a global basis. We have taken actions throughout 2015 to help mitigate the effect on our business during the downturn in the energy market, and we will continue to evaluate our cost structure and make further adjustments as required.

In North America, we experienced pricing pressures, which impacted our margins. Lower commodity prices resulted in unprecedented reductions in rig count over the course of 2015, which in turn resulted in substantial pricing pressure across all of our product service lines. While our global revenue declined 28% in 2015 as compared to 2014, revenue in North America declined 39%. We anticipate 2016 being another challenging year for us in North America, and we will continue to adapt our cost structure to market conditions, which we believe will position us well when the market ultimately recovers.

The international markets have been more resilient than North America, however they are not immune to the impacts of the lower commodity price environment. We experienced pricing concessions and activity reductions in our international operations throughout 2015, the impact of which was mitigated by our cost management initiatives. Despite a 16% year over year reduction in our revenues, we were able to keep operating margins relatively stable during 2015, primarily due to a relentless focus on cost management. We have continued to work with customers during this downturn to improve project economics through technology and improved operating efficiency, but expect margins to be negatively impacted by lower activity levels and pricing pressure throughout 2016. Going into 2016, we expect all international regions to experience activity declines and price reductions again due to challenging economics and budget constraints, although the Middle East/Asia region is expected to be the most resilient, as recent mature field project awards are anticipated to move forward.

While the intensity and duration of the current market downturn is uncertain, we are continuing to execute on our two-pronged strategy in the downturn. The first part being to control what we can control in the short term, and the second is to look beyond the cycle and prepare for the recovery. We will make further adjustments as required to adjust to market conditions. Manufacturing our own equipment provides us with flexibility to adjust our capital spend based on our visibility of the market. Given the continued decline in activity levels, we further reduced our capital budget for 2016 to an estimated $1.6 billion, representing a 27% decline compared to 2015. We continue to believe in the strength of the long-term fundamentals of our business. Despite the worldwide activity declines in 2015 and challenges we expect to face going into 2016, energy demand is still anticipated to increase over the long term.

We plan to continue executing the following strategies in 2016:

- directing capital and resources into strategic growth markets, including unconventional plays, mature fields, and deepwater;
- leveraging our broad technology offerings to provide value to our customers through integrated solutions and to enable them to more efficiently drill and complete their wells;
- exploring additional opportunities for acquisitions that will enhance or augment our current portfolio of services and products, including those with technologies or distribution networks in areas where we do not already have significant operations;
- investing in technology that will help our customers reduce reservoir uncertainty and increase operational efficiency;
- improving working capital, and managing our balance sheet to maximize our financial flexibility; and
- continuing to seek ways to be one of the most cost-efficient service providers in the industry by maintaining capital discipline and leveraging our scale and breadth of operations.

Our operating performance and business outlook are described in more detail in “Business Environment and Results of Operations.”

Financial markets, liquidity, and capital resources

We believe we have invested our cash balances conservatively and secured sufficient financing to help mitigate any near-term negative impact on our operations from adverse market conditions. In November 2015, we issued $7.5 billion aggregate principal amount of senior notes with the intention of using the net proceeds to finance a portion of the cash consideration of the Baker Hughes acquisition. We may incur additional debt or use cash on hand to finance the remainder of the cash portion of the merger consideration. For additional information on market conditions and the pending acquisition of Baker Hughes, see “Liquidity and Capital Resources,” “Business Environment and Results of Operations,” Note 2 to the consolidated financial statements, and Note 8 to the consolidated financial statements.

LIQUIDITY AND CAPITAL RESOURCES

As of December 31, 2015, we had $10.1 billion of cash and equivalents, compared to $2.3 billion at December 31, 2014. Additionally, at December 31, 2015, we held $96 million of investments in fixed income securities held offshore compared to $103 million at December 31, 2014. These securities are reflected in "Other current assets" and "Other assets" in our consolidated balance sheets. As of December 31, 2015, approximately $1.5 billion of the $10.1 billion of cash and equivalents was held by our foreign subsidiaries, of which $861 million would be subject to United States tax if repatriated. However, our intent is to permanently reinvest these funds outside of the United States and our current plans do not suggest a need to repatriate them to fund our United States operations.

Significant sources and uses of cash

We had the following significant sources and uses of cash during the year ended December 31, 2015:

- Cash flows from operating activities were $2.9 billion in 2015.
- In November 2015, we received $7.4 billion in net proceeds from the issuance of debt. We intend to use the net proceeds of this offering for general corporate purposes, including to finance a portion of the cash consideration component of our pending Baker Hughes acquisition and to pay related fees and expenses. See Note 8 to the consolidated financial statements for further information.
- Capital expenditures were $2.2 billion in 2015. The capital expenditures in 2015 were predominantly made in our Production Enhancement, Cementing, Sperry Drilling, Production Solutions, and Wireline and Perforating product service lines.
- Our primary components of net working capital (receivables, inventories, and accounts payable) decreased during the year by a net $1.0 billion, primarily due to decreased business activity driven by current market conditions.
- We paid $614 million of dividends to our shareholders in 2015.
- During the third quarter of 2015, we made the second installment payment of $333 million related to the settlement we reached during 2014 for the Macondo well incident. See Note 9 to the consolidated financial statements for further information.
- We sold $168 million of property, plant, and equipment during 2015.

Future sources and uses of cash

We issued $7.5 billion aggregate principal amount of senior notes in November 2015 for general corporate purposes, including to finance a portion of the cash consideration component of our pending acquisition of Baker Hughes. We may finance the remainder of the cash portion of the consideration for the acquisition with cash on hand, additional debt financing, or a combination thereof. We have $1.1 billion remaining under the senior unsecured bridge facility commitment we obtained for the acquisition, although we may obtain other debt financing in lieu of utilizing all or a portion of the bridge facility. We have not drawn any amounts under this facility as of December 31, 2015. See Note 8 to the consolidated financial statements for further information. Additionally, we expect to receive cash proceeds from the sale of the businesses we are currently marketing for sale as part of the regulatory review of the pending Baker Hughes acquisition. If the acquisition is not completed, we could be required to pay Baker Hughes a termination fee of $3.5 billion in certain circumstances where the termination of the merger agreement is related to failures to obtain regulatory clearances. See Note 2 to the consolidated financial statements for further information about the pending acquisition and related divestitures.

We manufacture our own equipment, which allows us flexibility to increase or decrease our capital expenditures based on market conditions. Capital spending for 2016 is currently expected to be approximately $1.6 billion, a reduction of approximately $600 million, or 27%, from 2015 primarily due to the current market environment. The capital expenditures plan for 2016 is primarily directed towards our Production Enhancement, Production Solutions, Wireline and Perforating, and Cementing product service lines.

During 2014, we reached an agreement, subject to court approval, to settle a substantial portion of the plaintiffs' claims asserted against us relating to the Macondo well incident. We have $472 million of Macondo-related liabilities as of December 31, 2015, of which $400 million is expected to be paid in 2016. See Note 9 to the consolidated financial statements for further information.

Subject to Board of Directors approval, our intention is to pay dividends representing at least 15% to 20% of our net income on an annual basis. Currently, our quarterly dividend rate is $0.18 per share, or approximately $154 million per quarter.

Our Board of Directors has authorized a program to repurchase our common stock from time to time. Approximately $5.7 billion remains authorized for repurchases as of December 31, 2015, and may be used for open market and other share purchases. There were no repurchases made under the program during the year ended December 31, 2015.

We had $322 million of gross unrecognized tax benefits at December 31, 2015, of which we estimate $152 million may require a cash payment. We estimate that $148 million of the cash payment will not be settled within the next 12 months. We are not able to reasonably estimate in which future periods this amount will ultimately be settled and paid.

Contractual obligations

The following table summarizes our significant contractual obligations and other long-term liabilities as of December 31, 2015:

	Payments Due						
Millions of dollars	2016	2017	2018	2019	2020	Thereafter	Total
Long-term debt (a)	$ 659	$ 79	$ 823	$ 1,013	$ 1,261	$ 11,643	$ 15,478
Interest on debt (b)	711	696	692	659	596	9,446	12,800
Operating leases	257	171	132	96	60	228	944
Purchase obligations (c)	873	391	152	28	29	50	1,523
Other long-term liabilities (d)	37	10	10	10	9	32	108
Total	$ 2,537	$ 1,347	$ 1,809	$ 1,806	$ 1,955	$ 21,399	$ 30,853

(a) Represents principal amounts of long-term debt, including current maturities, which excludes any unamortized debt issuance costs and discounts. See Note 8 to the consolidated financial statements.

(b) Interest on debt includes 81 years of interest on $300 million of debentures at 7.6% interest that become due in 2096.

(c) Amount in 2016 primarily represents certain purchase orders for goods and services utilized in the ordinary course of our business.

(d) Includes capital lease obligations and pension funding obligations. Amounts for pension funding obligations, which include international plans and are based on assumptions that are subject to change, are only included for 2016 as we are currently not able to reasonably estimate our contributions for years after 2016.

Other factors affecting liquidity

Financial position in current market. As of December 31, 2015, we had $10.1 billion of cash and equivalents, $96 million in fixed income investments, and a total of $3.0 billion of available committed bank credit under our revolving credit facility. In July 2015, we executed a new five-year revolving credit agreement with an initial capacity of $3.0 billion, increasing to $4.5 billion upon closing of the pending Baker Hughes acquisition. Furthermore, we have no financial covenants or material adverse change provisions in our bank agreements, and our debt maturities extend over a long period of time. Although a portion of earnings from our foreign subsidiaries is reinvested outside the United States indefinitely, we do not consider this to have a significant impact on our liquidity. We currently believe that cash on hand, cash flows generated from operations and our available credit facility will provide sufficient liquidity to manage our global cash needs in 2016, including capital expenditures, working capital investments, dividends, if any, and contingent liabilities.

Guarantee agreements. In the normal course of business, we have agreements with financial institutions under which approximately $2.0 billion of letters of credit, bank guarantees, or surety bonds were outstanding as of December 31, 2015. Some of the outstanding letters of credit have triggering events that would entitle a bank to require cash collateralization.

Credit ratings. Credit ratings for our long-term debt remain A2 with Moody’s Investors Service (Moody's) and A with Standard & Poor’s. The credit ratings on our short-term debt remain P-1 with Moody’s and A-1 with Standard & Poor’s. While these credit ratings remained unchanged during 2015, after the 2014 announcement of the pending Baker Hughes acquisition, Standard & Poor’s placed all of our ratings on negative watch, and in October 2015 Moody's placed all of our ratings on review for downgrade.

Customer receivables. In line with industry practice, we bill our customers for our services in arrears and are, therefore, subject to our customers delaying or failing to pay our invoices. In weak economic environments, we may experience increased delays and failures to pay our invoices due to, among other reasons, a reduction in our customers’ cash flow from operations and their access to the credit markets as well as unsettled political conditions. If our customers delay paying or fail to pay us a significant amount of our outstanding receivables, it could have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition. See “Business Environment and Results of Operations – International operations – Venezuela” for further discussion related to receivables from our primary customer in Venezuela.

BUSINESS ENVIRONMENT AND RESULTS OF OPERATIONS

We operate in approximately 80 countries throughout the world to provide a comprehensive range of services and products to the upstream oil and natural gas industry. A significant amount of our consolidated revenue is derived from the sale of services and products to major, national, and independent oil and natural gas companies worldwide. The industry we serve is highly competitive with many substantial competitors in each segment of our business. In 2015, 2014, and 2013, based on the location of services provided and products sold, 44%, 51%, and 49% of our consolidated revenue was from the United States. No other country accounted for more than 10% of our revenue during these periods.

Operations in some countries may be adversely affected by unsettled political conditions, acts of terrorism, civil unrest, force majeure, war or other armed conflict, sanctions, expropriation or other governmental actions, inflation, changes in foreign currency exchange rates, foreign currency exchange restrictions, and highly inflationary currencies, as well as other geopolitical factors. We believe the geographic diversification of our business activities reduces the risk that loss of operations in any one country, other than the United States, would be materially adverse to our consolidated results of operations.

Activity within our business segments is significantly impacted by spending on upstream exploration, development, and production programs by our customers. Also impacting our activity is the status of the global economy, which impacts oil and natural gas consumption.

Some of the more significant determinants of current and future spending levels of our customers are oil and natural gas prices, global oil supply, the world economy, the availability of credit, government regulation, and global stability, which together drive worldwide drilling activity. Due to improved drilling and completion efficiencies as more of our customers move to multi-well pad drilling, our financial performance in North America is impacted by well count in the North America market. Additionally, our financial performance is significantly affected by oil and natural gas prices and worldwide rig activity, which are summarized in the following tables.

The following table shows the average oil and natural gas prices for West Texas Intermediate (WTI), United Kingdom Brent crude oil, and Henry Hub natural gas:

	2015	2014	2013
Oil price - WTI (1)	$ 48.69	$ 93.37	$ 97.99
Oil price - Brent (1)	52.36	99.04	108.71
Natural gas price - Henry Hub (2)	2.63	4.39	3.73

(1) Oil price measured in dollars per barrel
(2) Natural gas price measured in dollars per million British thermal units (Btu), or MMBtu

The historical average rig counts based on the weekly Baker Hughes Incorporated rig count information were as follows:

Land vs. Offshore	2015	2014	2013
United States:			
Land	943	1,804	1,705
Offshore (incl. Gulf of Mexico)	35	57	56
Total	978	1,861	1,761
Canada:			
Land	189	378	352
Offshore	2	2	2
Total	191	380	354
International (excluding Canada):			
Land	884	1,011	978
Offshore	283	326	318
Total	1,167	1,337	1,296
Worldwide total	2,336	3,578	3,411
Land total	2,016	3,193	3,035
Offshore total	320	385	376

Oil vs. Natural Gas	2015	2014	2013
United States (incl. Gulf of Mexico):			
Oil	751	1,528	1,375
Natural gas	227	333	386
Total	978	1,861	1,761
Canada:			
Oil	84	218	234
Natural gas	107	162	120
Total	191	380	354
International (excluding Canada):			
Oil	916	1,070	1,029
Natural gas	251	267	267
Total	1,167	1,337	1,296
Worldwide total	2,336	3,578	3,411
Oil total	1,751	2,816	2,638
Natural gas total	585	762	773

Drilling Type	2015	2014	2013
United States (incl. Gulf of Mexico):			
Horizontal	744	1,274	1,102
Vertical	139	376	435
Directional	95	211	224
Total	978	1,861	1,761

Our customers' cash flows, in most instances, depend upon the revenue they generate from the sale of oil and natural gas. Lower oil and natural gas prices usually translate into lower exploration and production budgets.

WTI oil spot prices declined significantly towards the second half of 2014 from a high of $108 per barrel in June 2014, and continued to decline throughout 2015, ranging from a high of $61 per barrel in June 2015 to a low of $35 per barrel in December 2015. WTI oil spot prices reduced further into January 2016 to a low of $27 per barrel, a level which has not been experienced since 2003. Brent crude oil spot prices declined from a high of $115 per barrel in June 2014, and ranged from a high of $66 per barrel in May 2015 to a low of $35 per barrel in December 2015, and declined further to $26 per barrel in January 2016. Crude oil prices continue to be negatively affected as the combination of robust world crude oil supply growth and weak global demand contribute to an increase in the rate of global inventory builds.

Brent crude oil spot prices had a monthly average in December 2015 of $38 per barrel, the lowest monthly average price since July 2004, while WTI oil spot prices averaged $37 per barrel in December 2015, the lowest monthly average price since April 2004. Prices continued to fall as OPEC producers indicated plans to continue the policy of defending market share in a low oil price environment and as global oil inventories continued to build. Crude oil production in the United States averaged an estimated 9.4 million barrels per day in 2015. The expansion of export possibilities in the United States contributed to the decreased differential between WTI and Brent crude oil spot prices, which has narrowed from an average of $3 per barrel in the third quarter of 2015 to $2 per barrel in the fourth quarter of 2015.

According to the United States Energy Information Administration (EIA) January 2016 "Short Term Energy Outlook," the EIA projects that Brent prices will average $40 per barrel in 2016. The EIA also noted that price projections reflect a scenario in which the largest inventory builds occur in the first half of 2016, keeping Brent prices below $40 per barrel through April. Global oil demand declined during the fourth quarter of 2015 as a result of mild temperatures in the early part of the winter in Japan, Europe and the United States, alongside weak economic sentiment in China, Brazil, Russia and other commodity-dependent economies. Although there are no signs that point to an immediate rebalance of the market, the International Energy Agency's (IEA) January 2016 "Oil Market Report" forecasts the 2016 global demand to average approximately 95.7 million barrels per day, which is up 1% from 2015, driven by an increase in the Asia Pacific region, while all other regions remain approximately the same.

The average 2015 full year Henry Hub natural gas price in the United States decreased approximately 40% from 2014 as the mild winter resulted in higher natural gas storage levels in 2015. The Henry Hub natural gas spot price averaged $1.93 per MMBtu in December, a decline of $0.73 per MMBtu, or 27%, from September. Record inventory levels, production growth, and forecasts for a warm winter contributed to spot prices remaining low. The EIA January 2016 “Short Term Energy Outlook” projects Henry Hub natural gas prices to average $2.65 per MMBtu in 2016. Over the long term, the EIA expects natural gas consumption in the residential and commercial sectors to increase, offsetting the decline in the power sector.

North America operations

Volatility in oil and natural gas prices can impact our customers’ drilling and production activities. During 2015, the average full year natural gas-directed rig count in North America decreased 161 rigs, or 33%, while the average full year oil directed rig count decreased 911 rigs, or 52%, from 2014. In the United States land market, there was a decline of 48% in the average rig count from 2014 levels.

The United States land rig count has dropped approximately 64% since its peak in November 2014. Price erosion for our services continued during 2015, specifically in North America, and we believe pricing pressure will continue until activity stabilizes. Current market conditions aside, in the long run, we believe the shift to unconventional oil and liquids-rich basins in the United States land market will continue to drive increased service intensity. This would create higher demand in fluid chemistry and other technologies required for these complex reservoirs, which will have positive implications for our operations when the energy market ultimately recovers.

In the Gulf of Mexico, the average offshore rig count for 2015 was down 39% compared to 2014. Activity in the Gulf of Mexico is dependent on, among other things, governmental approvals for permits, our customers' actions, and new deepwater rigs entering the market.

International operations

The average international rig count for 2015 decreased by 13% compared to 2014. Declining crude oil prices have caused several of our customers to reduce their budgets and defer several new projects; however, we have continued to work with our customers to improve project economics through technology and improved operating efficiency. Although the international markets have been more resilient than North America, they are not immune to the impacts of the lower commodity price environment and, therefore, our international operations could be further impacted in the near term.

Venezuela. In February 2015, the Venezuelan government created a new foreign exchange rate mechanism, called the Marginal Currency System, or SIMADI. The new mechanism, which is the third system in a three-tier exchange control mechanism, is a floating market rate for the conversion of Bolívares to United States dollars. The three-tier exchange rate mechanisms are as follows: (i) the National Center of Foreign Commerce official rate of 6.3 Bolívares per United States dollar, which remains unchanged; (ii) the SICAD I, which will continue to hold periodic auctions for specific sectors of the economy with a rate of 13.5 Bolívares per United States dollar at December 31, 2015; and (iii) the SIMADI, which replaces the SICAD II system with a market rate of 199 Bolívares per United States dollar at December 31, 2015.

During the first quarter of 2015, we began utilizing the SIMADI mechanism to remeasure our net monetary assets denominated in Bolívares, which resulted in us recording a foreign currency loss of $199 million during the first quarter of 2015. As of December 31, 2015, our total net investment in Venezuela was approximately $767 million, with only $8 million of net monetary assets denominated in Bolívares. Also, at December 31, 2015 we had $31 million of surety bond guarantees outstanding relating to our Venezuelan operations. The United States dollar value of our net monetary assets and surety bond guarantees have significantly declined from December 31, 2014, primarily as a result of the currency devaluation in Venezuela.

Our total outstanding trade receivables in Venezuela were $704 million, which is more than 10% of our gross trade receivables, as of December 31, 2015, compared to $670 million, or approximately 9% of our gross trade receivables, as of December 31, 2014. We have experienced delays in collecting payment on our receivables from our primary customer in Venezuela, which contributed to the increase in receivables during the period. This was partially offset by a decline due to the currency devaluation. These receivables are not disputed, and we have not historically had material write-offs relating to this customer. Additionally, we routinely monitor the financial stability of our customers. Of the $704 million receivables in Venezuela as of December 31, 2015, the majority of which are United States dollar-denominated receivables, $175 million has been classified as long-term and included within "Other assets" on our consolidated balance sheets.

For additional information, see Part I, Item 1(a), "Risk Factors."

RESULTS OF OPERATIONS IN 2015 COMPARED TO 2014

REVENUE: *Millions of dollars*	2015	2014	Favorable (Unfavorable)	Percentage Change
Completion and Production	$ 13,682	$ 20,253	$ (6,571)	(32)%
Drilling and Evaluation	9,951	12,617	(2,666)	(21)
Total revenue	$ 23,633	$ 32,870	$ (9,237)	(28)%
By geographic region:				
Completion and Production:				
North America	$ 8,352	$ 13,688	$ (5,336)	(39)%
Latin America	1,340	1,633	(293)	(18)
Europe/Africa/CIS	2,081	2,595	(514)	(20)
Middle East/Asia	1,909	2,337	(428)	(18)
Total	13,682	20,253	(6,571)	(32)
Drilling and Evaluation:				
North America	2,504	4,010	(1,506)	(38)
Latin America	1,809	2,242	(433)	(19)
Europe/Africa/CIS	2,094	2,895	(801)	(28)
Middle East/Asia	3,544	3,470	74	2
Total	9,951	12,617	(2,666)	(21)
Total revenue by region:				
North America	10,856	17,698	(6,842)	(39)
Latin America	3,149	3,875	(726)	(19)
Europe/Africa/CIS	4,175	5,490	(1,315)	(24)
Middle East/Asia	5,453	5,807	(354)	(6)

OPERATING INCOME:			Favorable	Percentage
Millions of dollars	2015	2014	(Unfavorable)	Change
Completion and Production	$ 1,069	$ 3,670	$ (2,601)	(71)%
Drilling and Evaluation	1,519	1,740	(221)	(13)
Corporate and other	(576)	(184)	(392)	213
Impairments and other charges	(2,177)	(129)	(2,048)	1,588
Total operating income (loss)	$ (165)	$ 5,097	$ (5,262)	(103)%
By geographic region:				
Completion and Production:				
North America	$ 230	$ 2,618	$ (2,388)	(91)%
Latin America	186	214	(28)	(13)
Europe/Africa/CIS	280	389	(109)	(28)
Middle East/Asia	373	449	(76)	(17)
Total	1,069	3,670	(2,601)	(71)
Drilling and Evaluation:				
North America	228	598	(370)	(62)
Latin America	254	217	37	17
Europe/Africa/CIS	243	300	(57)	(19)
Middle East/Asia	794	625	169	27
Total	1,519	1,740	(221)	(13)
Total operating income by region (excluding Corporate and other):				
North America	458	3,216	(2,758)	(86)
Latin America	440	431	9	2
Europe/Africa/CIS	523	689	(166)	(24)
Middle East/Asia	1,167	1,074	93	9

Consolidated revenue in 2015 decreased 28% compared to 2014, associated with widespread pricing pressure and activity reductions on a global basis, primarily attributable to pressure pumping in North America and Europe/Africa/CIS. Revenue outside of North America was 54% of consolidated revenue in 2015 and 46% of consolidated revenue in 2014.

We reported a consolidated operating loss of $165 million in 2015, as compared to operating income of $5.1 billion in 2014. This $5.3 billion decrease was primarily driven by a significant decline in pressure pumping activity and pricing declines in North America as a result of the global downturn in the energy market. Also impacting consolidated operating income was $2.2 billion of impairments and other charges recorded in 2015 and $308 million of costs related to the pending Baker Hughes acquisition. See Note 3 to the consolidated financial statements for further information about impairments and other charges.

Completion and Production

Revenue declined $6.6 billion, or 32%, compared to 2014, with activity decreases across all regions, mainly North America.

- North America revenue dropped 39%, across most product service lines, mainly in the United States land market, as a result of steep rig count declines, pricing concessions, and reduced stimulation activity.
- Latin America revenue decreased 18%, mainly due to reduced activity and pricing in Mexico, primarily associated with pressure pumping services and production solution services, and decreased cementing activity in Colombia, Brazil, and Ecuador.
- Europe/Africa/CIS revenue fell 20%, as a result of reduced well completion services and currency weakness in Norway, lower pressure pumping services and currency weakness in Russia, a decrease in stimulation activity in Egypt, a reduction in completion tools sales in Kazakhstan, and decreased pipeline and process services in the United Kingdom. These reductions were partially offset by improved completion tool sales in Nigeria.

- Middle East/Asia revenue declined by 18%, primarily due to decreased pressure pumping and production solution services in Australia and Saudi Arabia, reduced activity in the majority of our product service lines in Malaysia and Indonesia, and lower pressure pumping services and completion tool sales in China, which were partially offset by higher completion tool sales in Saudi Arabia and United Arab Emirates, and improved pipeline and process services in China.
- Revenue outside of North America was 39% of total segment revenue in 2015 and 32% of total segment revenue in 2014.

Operating income was $1.1 billion, a decrease of $2.6 billion, or 71% compared to 2014, driven predominantly by the decline in North America.

- North America operating income declined 91%, primarily due to the fall in rig counts and decreased profitability for well completion services and stimulation activity in the United States land market.
- Latin America operating income declined 13%, due to lower pressure pumping services in Argentina and Mexico, reduced cementing services in Colombia, and lower production solution services in Mexico, which were partially offset by increased activity across most product service lines in Venezuela.
- Europe/Africa/CIS operating income fell 28% compared to 2014, mainly due to reduced cementing services in Norway and Nigeria, lower completion tool sales in Kazakhstan and Nigeria, and lower stimulation activity in Egypt, which were partially offset by higher stimulation activity in Angola, and increased cementing and production solution services in Algeria.
- Middle East/Asia operating income dropped 17%, primarily due to decreased pressure pumping services in Australia and Saudi Arabia, lower completion tool sales in Malaysia, and reduced activity and pricing pressure for production solution services in Saudi Arabia, which were partially offset by increased completion tools sales in Saudi Arabia.

Drilling and Evaluation

Revenue decreased $2.7 billion, or 21%, compared to 2014, primarily due to reduced activity across most product service lines.

- North America revenue declined 38%, due to a drop in activity across all product service lines, primarily as a result of pricing concessions and reduced activity levels in the United States land market, and lower drilling services in the Gulf of Mexico and Canada.
- Latin America revenue decreased 19%, as a result of reduced drilling activity in Colombia and Ecuador, lower software sales and project management services in Mexico, and reduced logging services in Mexico and Venezuela, which were partially offset by higher fluid services in Mexico.
- Europe/Africa/CIS revenue fell 28%, due to a decline in fluid services in Norway, reduced drilling activity in Angola, Egypt, Russia, and the United Kingdom, and lower offshore services in Nigeria.
- Middle East/Asia revenue was relatively flat as increased project management services throughout the region and higher drilling services in Saudi Arabia and Kuwait were partially offset by lower drilling and offshore activity in Malaysia.
- Revenue outside of North America was 75% of total segment revenue in 2015 and 68% of total segment revenue in 2014.

Operating income was $1.5 billion, a decrease of 13% compared to 2014. All regions benefited from the cessation of recognizing depreciation expense on assets held for sale. See Note 2 to the consolidated financial statements for further information.

- North America operating income was down 62% from 2014 due to a decline in activity across all product service lines, predominately driven by the United States land market.
- Latin America operating income grew 17%, mainly due to improved fluid services in Venezuela, which was partially offset by reduced offshore activity in Brazil and lower project management services in Mexico.
- Europe/Africa/CIS operating income fell 19%, primarily due to lower fluid services in Norway, reduced drilling services in Angola, and a decrease in logging services in Nigeria, which were partially offset by higher fluid services in Kazakhstan.
- Middle East/Asia operating income increased 27%, driven by higher fluid and logging services in Saudi Arabia and Iraq, increased project management services in Saudi Arabia, Iraq, and India, increased fluid services in India, and higher logging services in Kuwait.

Corporate and other expenses increased to $576 million in 2015 compared to $184 million in 2014, primarily due to $308 million of costs related to the pending Baker Hughes acquisition recorded in 2015, as compared to $17 million in 2014. Additionally, in 2014, we recorded a reduction of our Macondo-related loss contingency liability and an expected insurance recovery totaling $195 million.

Impairments and other charges. As a result of the downturn in the energy market and its corresponding impact on our business outlook, we recorded a total of approximately $2.2 billion in company-wide charges during 2015, which consisted of equipment write-offs, asset impairments, expenses and write-downs related to idle equipment, inventory write-downs, impairments of intangible assets, severance costs, facility closures, and other charges. During 2014, $129 million was recorded for impairments and other charges. See Note 3 to the consolidated financial statements for further information.

NONOPERATING ITEMS

Interest expense, net increased $64 million in 2015, compared to 2014, primarily due to fees associated with the bridge facility commitment related to the pending acquisition of Baker Hughes and additional interest expense associated with the $7.5 billion of senior notes issued in November 2015. See Note 8 to the consolidated financial statements for further information.

Other, net was a $324 million loss in 2015, as compared to a $2 million loss in 2014, primarily due to a $199 million foreign exchange loss we incurred in Venezuela in the first quarter of 2015 as a result of utilizing the new SIMADI currency exchange mechanism, coupled with foreign currency exchange losses in Brazil and Argentina. See Note 3 to the consolidated financial statements and "Business Environment and Results of Operations" for further information about Venezuela.

Effective tax rate. Our effective tax rate was 29.3% for 2015 and 27.1% for 2014. The effective tax rates in both periods were positively impacted by lower tax rates in certain foreign jurisdictions. The effective tax rate for 2015 was also impacted by the tax effects of the $2.2 billion of impairments and other charges, a change in mix of geographic earnings in which we experienced low levels of United States income during the year, additional valuation allowances booked on foreign deferred tax assets, a $199 million foreign currency exchange loss in Venezuela, and non-deductible costs related to the pending Baker Hughes acquisition. The effective tax rate for 2014 was positively impacted by a $201 million net operating loss valuation allowance released as a result of a reorganization of our legal entity structure in Brazil. This was partially offset by the following other items in 2014: tax expenses related to Macondo, which was tax-effected at the United States statutory rate, a write-off of certain prepaid tax assets recorded in Iraq, additional tax expenses related to the settlement of a research and development credit with the United States tax authorities, and tax expenses related to other unrecognized tax benefits. See Note 10 to the consolidated financial statements for further information regarding income taxes.

RESULTS OF OPERATIONS IN 2014 COMPARED TO 2013

REVENUE: *Millions of dollars*	2014	2013	Favorable (Unfavorable)	Percentage Change
Completion and Production	$ 20,253	$ 17,506	$ 2,747	16%
Drilling and Evaluation	12,617	11,896	721	6
Total revenue	$ 32,870	$ 29,402	$ 3,468	12%
By geographic region:				
Completion and Production:				
North America	$ 13,688	$ 11,417	$ 2,271	20%
Latin America	1,633	1,586	47	3
Europe/Africa/CIS	2,595	2,391	204	9
Middle East/Asia	2,337	2,112	225	11
Total	20,253	17,506	2,747	16
Drilling and Evaluation:				
North America	4,010	3,795	215	6
Latin America	2,242	2,323	(81)	(3)
Europe/Africa/CIS	2,895	2,834	61	2
Middle East/Asia	3,470	2,944	526	18
Total	12,617	11,896	721	6
Total revenue by region:				
North America	17,698	15,212	2,486	16
Latin America	3,875	3,909	(34)	(1)
Europe/Africa/CIS	5,490	5,225	265	5
Middle East/Asia	5,807	5,056	751	15

OPERATING INCOME: *Millions of dollars*	2014	2013	Favorable (Unfavorable)	Percentage Change
Completion and Production	$ 3,670	$ 2,875	$ 795	28%
Drilling and Evaluation	1,740	1,770	(30)	(2)
Corporate and other	(184)	(1,507)	1,323	(88)
Impairments and other charges	(129)	—	(129)	100
Total operating income	$ 5,097	$ 3,138	$ 1,959	62%

By geographic region:				
Completion and Production:				
North America	$ 2,618	$ 1,916	$ 702	37%
Latin America	214	211	3	1
Europe/Africa/CIS	389	356	33	9
Middle East/Asia	449	392	57	15
Total	3,670	2,875	795	28
Drilling and Evaluation:				
North America	598	656	(58)	(9)
Latin America	217	307	(90)	(29)
Europe/Africa/CIS	300	334	(34)	(10)
Middle East/Asia	625	473	152	32
Total	1,740	1,770	(30)	(2)
Total operating income by region (excluding Corporate and other):				
North America	3,216	2,572	644	25
Latin America	431	518	(87)	(17)
Europe/Africa/CIS	689	690	(1)	—
Middle East/Asia	1,074	865	209	24

Consolidated revenue in 2014 increased 12% compared to 2013, primarily as a result of higher stimulation activity in the United States land market and increased activity in almost all of our product service lines in the Eastern Hemisphere, which were partially offset by lower activity in Latin America. Revenue outside of North America was 46% of consolidated revenue in 2014 and 48% of consolidated revenue in 2013.

The $2.0 billion increase in consolidated operating income compared to 2013 was primarily a result of various corporate expense items in 2013 as well as increased stimulation activity in the United States land market and growth in Middle East/Asia in 2014, which more than offset lower activity and margins experienced in Latin America. Operating income in 2014 was positively impacted by $195 million of Macondo-related items as a result of a reduction of our loss contingency liability and an expected insurance recovery, offset by $129 million of impairments and other charges related to severance and asset write-offs and $17 million of Baker Hughes acquisition-related costs. Operating income in 2013 was negatively impacted by the following pre-tax items: a $1.0 billion increase in our loss contingency liability related to Macondo and a $55 million charge related to a charitable contribution to the National Fish and Wildlife Foundation, partially offset by a $28 million value-added tax refund receivable in Brazil.

Completion and Production

Revenue increased 16% compared to 2013, with activity increases across all regions and predominately in North America.

- North America revenue rose 20% primarily as a result of increased stimulation activity in the United States land market.
- Latin America revenue improved 3%, as increased activity levels in the majority of our product service lines in Venezuela and Argentina more than offset a decrease in stimulation activity in Mexico and lower pressure pumping activity in Brazil.
- Europe/Africa/CIS revenue grew 9%, driven by strong growth across most of our product service lines in Angola and the United Kingdom, as well as increased completion tools sales in Nigeria, which were partially offset by lower pressure pumping activity and currency weakness in Norway.
- Middle East/Asia revenue improved 11% primarily due to increased activity in the majority of our product service lines in Saudi Arabia, higher cementing activity in Thailand, and increased stimulation and artificial lift activity in Australia, which more than offset reduced activity levels in Oman and a decline in completion tools sales in Malaysia.
- Revenue outside of North America was 32% of total segment revenue in 2014 and 35% of total segment revenue in 2013.

Operating income increased 28% compared to 2013, driven predominantly by strong growth in North America coupled with modest improvement in the Eastern Hemisphere.

- North America operating income rose 37% from 2013, primarily due to increased profitability for stimulation activity in the United States land market.
- Latin America operating income was flat as improved pressure pumping activity in Argentina and increased profitability for well intervention services in Mexico and Venezuela were offset by reduced completion tools sales and profitability in Brazil, Mexico and Trinidad.
- Europe/Africa/CIS operating income grew 9% compared to 2013, primarily due to higher completion products sales in Nigeria, Angola and the United Kingdom, which were partially offset by decreased well completion activity and currency weakness in Russia and Norway.
- Middle East/Asia operating income rose by 15% primarily due to increased profitability for the majority of our product services lines in Saudi Arabia, which was partially offset by reduced activity levels in China and Oman.

Drilling and Evaluation

Revenue increased 6% compared to 2013, primarily due to a strong performance in the Eastern Hemisphere, primarily in Saudi Arabia, which was partially offset by a decrease in drilling activity and consulting services in Latin America.

- North America revenue rose by 6% due to increased fluids activity in the United States land market and higher activity in the majority of our product service lines in the Gulf of Mexico.
- Latin America revenue decreased 3%, as reduced activity across all of our product service lines in Mexico and a decline in drilling activity in Brazil more than offset increased activity across all of our product service lines in Venezuela and Argentina.
- Europe/Africa/CIS revenue was relatively flat as increased testing activity in Angola and Nigeria was offset by decreased drilling and fluids activity in Egypt and Libya.
- Middle East/Asia revenue rose 18% as a result of increased activity in all of our product services lines in Saudi Arabia and increased demand for drilling services in Thailand and fluids activity in Australia, India and Iraq.
- Revenue outside of North America was 68% of total segment revenue in both 2014 and 2013.

Operating income decreased 2% compared to 2013, primarily due to lower drilling activity and margins in Latin America and lower profitability in the Europe/Africa/CIS region. This decrease was partially offset by strong activity growth in the Middle East/Asia region.

- North America operating income was down 9% from 2013 due to a decline in drilling services in Canada and the United States land market.
- Latin America operating income declined 29% mainly due to reduced activity levels in Mexico and lower drilling activity and pricing in Brazil, which were partially offset by improved activity levels in Argentina.
- Europe/Africa/CIS operating income fell 10% primarily due to lower activity and currency weakness in Russia and Norway.
- Middle East/Asia operating income increased 32% primarily due to an increase in demand and profitability for drilling activity in Saudi Arabia, as well as improved demand for drilling services in Thailand, which were partially offset by reduced drilling services and logging activity in China.

Corporate and other expenses were $184 million in 2014 compared to $1.5 billion in 2013. The significant decrease was primarily due to Macondo-related items. In 2013, we recorded a $1.0 billion increase to our loss contingency for the Macondo well incident, while in 2014 we recorded a reduction of our loss contingency liability and an expected insurance recovery totaling $195 million. We recorded $17 million of costs in 2014 related to the pending Baker Hughes acquisition and a $55 million charge in 2013 related to a charitable contribution to the National Fish and Wildlife Foundation. See Note 9 to the consolidated financial statements for further information regarding the Macondo well incident.

Impairments and other charges. Primarily as a result of the downturn in the energy market and its corresponding impact on the company's business outlook, we recorded a total of approximately $129 million in company-wide charges during 2014, which consisted of fixed asset impairments and write-offs, inventory write-downs, impairments of intangible assets, severance costs, and other charges. See Note 3 to the consolidated financial statements for further information.

NONOPERATING ITEMS

Interest expense, net increased $52 million in 2014, compared to 2013, primarily due to higher interest expense as a result of the issuance of $3.0 billion aggregate principal amount of senior notes in August 2013.

Effective tax rate. Our effective tax rate was 27.1% for 2014 and 23.5% for 2013. The effective tax rate for 2014 was positively impacted by a $201 million net operating loss valuation allowance released as a result of a reorganization of our legal entity structure in Brazil, as well as lower tax rates in certain foreign jurisdictions. Partially offsetting these items were tax expenses related to Macondo items recorded during 2014, which was tax-effected at the United States statutory rate, as well as total charges of approximately $150 million for a write-off of certain prepaid tax assets recorded in Iraq, additional tax expenses related to the settlement of a research and development credit with the United States tax authorities, and tax expenses related to other unrecognized tax benefits. Our effective tax rate for 2013 was also positively impacted by lower tax rates in certain foreign jurisdictions; federal tax benefits of approximately $50 million due to the reinstatement of certain tax benefits and credits related to the first quarter of 2013 enactment of the American Taxpayer Relief Act of 2012; and the tax impact related to an increase of our Macondo-related loss contingency recorded during 2013, which was tax-effected at the United States statutory rate. See Note 10 to the consolidated financial statements for further information regarding income taxes.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements requires the use of judgments and estimates. Our critical accounting policies are described below to provide a better understanding of how we develop our assumptions and judgments about future events and related estimations and how they can impact our financial statements. A critical accounting estimate is one that requires our most difficult, subjective, or complex judgments and assessments and is fundamental to our results of operations. We identified our most critical accounting estimates to be:

- forecasting our effective income tax rate, including our future ability to utilize foreign tax credits and the realizability of deferred tax assets, and providing for uncertain tax positions;
- legal, environmental, and investigation matters;
- valuations of long-lived assets, including intangible assets and goodwill;
- purchase price allocation for acquired businesses;
- pensions;
- allowance for bad debts; and
- percentage-of-completion accounting for long-term, integrated project management contracts.

We base our estimates on historical experience and on various other assumptions we believe to be reasonable according to the current facts and circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. We believe the following are the critical accounting policies used in the preparation of our consolidated financial statements, as well as the significant estimates and judgments affecting the application of these policies. This discussion and analysis should be read in conjunction with our consolidated financial statements and related notes included in this report.

Income tax accounting

We recognize the amount of taxes payable or refundable for the current year and use an asset and liability approach in recognizing the amount of deferred tax liabilities and assets for the future tax consequences of events that have been recognized in our financial statements or tax returns. As of December 31, 2015, we adopted a new accounting standard which requires that all deferred tax assets and liabilities be classified as noncurrent on the balance sheet instead of separating deferred taxes into current and noncurrent amounts. See Note 16 to the consolidated financial statements for additional information. We apply the following basic principles in accounting for our income taxes:

- a current tax liability or asset is recognized for the estimated taxes payable or refundable on tax returns for the current year;
- a deferred tax liability or asset is recognized for the estimated future tax effects attributable to temporary differences and carryforwards;
- the measurement of current and deferred tax liabilities and assets is based on provisions of the enacted tax law, and the effects of potential future changes in tax laws or rates are not considered; and
- the value of deferred tax assets is reduced, if necessary, by the amount of any tax benefits that, based on available evidence, are not expected to be realized.

We determine deferred taxes separately for each tax-paying component (an entity or a group of entities that is consolidated for tax purposes) in each tax jurisdiction. That determination includes the following procedures:

- identifying the types and amounts of existing temporary differences;
- measuring the total deferred tax liability for taxable temporary differences using the applicable tax rate;
- measuring the total deferred tax asset for deductible temporary differences and operating loss carryforwards using the applicable tax rate;
- measuring the deferred tax assets for each type of tax credit carryforward; and
- reducing the deferred tax assets by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Our methodology for recording income taxes requires a significant amount of judgment in the use of assumptions and estimates. Additionally, we use forecasts of certain tax elements, such as taxable income and foreign tax credit utilization, as well as evaluate the feasibility of implementing tax planning strategies. Given the inherent uncertainty involved with the use of such variables, there can be significant variation between anticipated and actual results. Unforeseen events may significantly impact these variables, and changes to these variables could have a material impact on our income tax accounts related to both continuing and discontinued operations.

We have operations in approximately 80 countries. Consequently, we are subject to the jurisdiction of a significant number of taxing authorities. The income earned in these various jurisdictions is taxed on differing bases, including income actually earned, income deemed earned, and revenue-based tax withholding. The final determination of our income tax liabilities involves the interpretation of local tax laws, tax treaties, and related authorities in each jurisdiction. Changes in the operating environment, including changes in tax law and currency/repatriation controls, could impact the determination of our income tax liabilities for a tax year.

Tax filings of our subsidiaries, unconsolidated affiliates, and related entities are routinely examined in the normal course of business by tax authorities. These examinations may result in assessments of additional taxes, which we work to resolve with the tax authorities and through the judicial process. Predicting the outcome of disputed assessments involves some uncertainty. Factors such as the availability of settlement procedures, willingness of tax authorities to negotiate, and the operation and impartiality of judicial systems vary across the different tax jurisdictions and may significantly influence the ultimate outcome. We review the facts for each assessment, and then utilize assumptions and estimates to determine the most likely outcome and provide taxes, interest, and penalties as needed based on this outcome. We provide for uncertain tax positions pursuant to current accounting standards, which prescribe a minimum recognition threshold and measurement methodology that a tax position taken or expected to be taken in a tax return is required to meet before being recognized in the financial statements. The standards also provide guidance for derecognition classification, interest and penalties, accounting in interim periods, disclosure, and transition.

Legal, environmental and investigation matters

As discussed in Note 9 of our consolidated financial statements, as of December 31, 2015, we have accrued an estimate of the probable and estimable costs for the resolution of some of our legal, environmental, and investigation matters. For other matters for which the liability is not probable and reasonably estimable, we have not accrued any amounts. Attorneys in our legal department monitor and manage all claims filed against us and review all pending investigations. Generally, the estimate of probable costs related to these matters is developed in consultation with internal and outside legal counsel representing us. Our estimates are based upon an analysis of potential results, assuming a combination of litigation and settlement strategies. The accuracy of these estimates is impacted by, among other things, the complexity of the issues and the amount of due diligence we have been able to perform. We attempt to resolve these matters through settlements, mediation, and arbitration proceedings when possible. If the actual settlement costs, final judgments, or fines, after appeals, differ from our estimates, our future financial results may be adversely affected. We have in the past recorded significant adjustments to our initial estimates of these types of contingencies.

Value of long-lived assets, including intangible assets and goodwill

We carry a variety of long-lived assets on our balance sheet including property, plant and equipment, goodwill, and other intangibles. We conduct impairment tests on long-lived assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Impairment is the condition that exists when the carrying amount of a long-lived asset exceeds its fair value, and any impairment charge that we record reduces our earnings. We review the carrying value of these assets based upon estimated future cash flows while taking into consideration assumptions and estimates including the future use of the asset, remaining useful life of the asset, and service potential of the asset.

Goodwill is the excess of the cost of an acquired entity over the net of the amounts assigned to assets acquired and liabilities assumed. We test goodwill for impairment annually, during the third quarter, or if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. For purposes of performing the goodwill impairment test our reporting units are the same as our reportable segments, the Completion and Production division and the Drilling and Evaluation division. See Note 1 to the consolidated financial statements for our accounting policies related to long-lived assets and intangible assets, as well as the results of our goodwill impairment assessment.

The quantitative impairment test we perform for goodwill utilizes certain assumptions, including forecasted revenue and costs assumptions. If the crude oil market continues to decline and remains at low levels for a sustained period of time, we could record an impairment of the carrying value of our goodwill in the future. If crude oil prices decline further or remain at low levels, to the extent appropriate we expect to perform our goodwill impairment assessment on a more frequent basis to determine whether an impairment is required.

Acquisitions-purchase price allocation

We allocate the purchase price of an acquired business to its identifiable assets and liabilities based on estimated fair values. The excess of the purchase price over the amount allocated to the assets and liabilities, if any, is recorded as goodwill. We use all available information to estimate fair values, including quoted market prices, the carrying value of acquired assets, and widely accepted valuation techniques such as discounted cash flows. We engage third-party appraisal firms to assist in fair value determination of inventories, identifiable intangible assets, and any other significant assets or liabilities when appropriate. The judgments made in determining the estimated fair value assigned to each class of assets acquired and liabilities assumed, as well as asset lives, can materially impact our results of operations. Our acquisitions may also include contingent consideration, or earn-out provisions, which provide for additional consideration to be paid to the seller if certain future conditions are met. These earn-out provisions are estimated and recognized at fair value at the acquisition date based on projected earnings or other financial metrics over specified periods after the acquisition date. These estimates are reviewed during the specified period and adjusted based on actual results.

Pensions

Our pension benefit obligations and expenses are calculated using actuarial models and methods. Two of the more critical assumptions and estimates used in the actuarial calculations are the discount rate for determining the current value of benefit obligations and the expected long-term rate of return on plan assets used in determining net periodic benefit cost. Other critical assumptions and estimates used in determining benefit obligations and cost, including demographic factors such as retirement age, mortality, and turnover, are evaluated periodically and updated accordingly to reflect our actual experience.

Discount rates are determined annually and are based on the prevailing market rate of a portfolio of high-quality debt instruments with maturities matching the expected timing of the payment of the benefit obligations. Expected long-term rates of return on plan assets are determined annually and are based on an evaluation of our plan assets and historical trends and experience, taking into account current and expected market conditions. These assumptions differ based on varying factors specific to each particular country or economic environment.

The discount rate utilized in 2015 to determine the projected benefit obligation at the measurement date for our United Kingdom pension plan, which constituted 81% of our international plans' pension obligations, was 3.90%, compared to a discount rate of 3.75% utilized in 2014. The expected long-term rate of return assumption used for our United Kingdom pension plan expense was 6.0% in 2015 and 6.5% in 2014.

The following table illustrates the sensitivity to changes in certain assumptions, holding all other assumptions constant, for our United Kingdom pension plan.

	Effect on	
Millions of dollars	Pretax Pension Expense in 2015	Pension Benefit Obligation at December 31, 2015
50-basis-point decrease in discount rate	$ 2	$ 92
50-basis-point increase in discount rate	(2)	(80)
50-basis-point decrease in expected long-term rate of return	4	NA
50-basis-point increase in expected long-term rate of return	(4)	NA

Our international defined benefit plans reduced pretax income by $42 million in 2015, $36 million in 2014, and $32 million in 2013. Included in these amounts was income from expected return on plan assets of $48 million in 2015, $52 million in 2014, and $44 million in 2013. Actual returns on international plan assets totaled $34 million in 2015, compared to $69 million in 2014. Our net actuarial loss, net of tax, related to international pension plans was $205 million at December 31, 2015 and $298 million at December 31, 2014. In our international plans where employees earn additional benefits for continued service, actuarial gains and losses will be recognized in operating income over a period of two to 20 years, which represents the estimated average remaining service of the participant group expected to receive benefits. In our international plans where benefits are not accrued for continued service, actuarial gains and losses will be recognized in operating income over a period of 17 to 31 years, which represents the estimated average remaining lifetime of the benefit obligations. These ranges reflect varying maturity levels among the plans.

During 2015, we made contributions of $18 million to our international defined benefit plans. We expect to make contributions of approximately $14 million to our international defined benefit plans in 2016.

The actuarial assumptions used in determining our pension benefit obligations may differ materially from actual results due to changing market and economic conditions, higher or lower withdrawal rates, and longer or shorter life spans of participants. While we believe that the assumptions used are appropriate, differences in actual experience or changes in assumptions may materially affect our financial position or results of operations. See Note 15 to the consolidated financial statements for further information related to defined benefit and other postretirement benefit plans.

Allowance for bad debts

We evaluate our accounts receivable through a continuous process of assessing our portfolio on an individual customer and overall basis. This process consists of a thorough review of historical collection experience, current aging status of the customer accounts, financial condition of our customers, and whether the receivables involve retainages. We also consider the economic environment of our customers, both from a marketplace and geographic perspective, in evaluating the need for an allowance. Based on our review of these factors, we establish or adjust allowances for specific customers and the accounts receivable portfolio as a whole. This process involves a high degree of judgment and estimation, and frequently involves significant dollar amounts. Accordingly, our results of operations can be affected by adjustments to the allowance due to actual write-offs that differ from estimated amounts. Our estimates of allowances for bad debts have historically been accurate. Over the last five years, our estimates of allowances for bad debts, as a percentage of notes and accounts receivable before the allowance, have ranged from 1.6% to 2.7%. At December 31, 2015, allowance for bad debts totaled $145 million, or 2.7% of notes and accounts receivable before the allowance. At December 31, 2014, allowance for bad debts totaled $137 million, or 1.8% of notes and accounts receivable before the allowance. A hypothetical 100 basis point change in our estimate of the collectability of our notes and accounts receivable balance as of December 31, 2015 would have resulted in a $53 million adjustment to 2015 total operating costs and expenses. See Note 5 to the consolidated financial statements for further information.

Percentage of completion

Revenue from certain long-term, integrated project management contracts to provide well construction and completion services is reported on the percentage-of-completion method of accounting. Progress is generally based upon physical progress related to contractually defined units of work. At the outset of each contract, we prepare a detailed analysis of our estimated cost to complete the project. Risks related to service delivery, usage, productivity, and other factors are considered in the estimation process. The recording of profits and losses on long-term contracts requires an estimate of the total profit or loss over the life of each contract. This estimate requires consideration of total contract value, change orders, and claims, less costs incurred and estimated costs to complete. Anticipated losses on contracts are recorded in full in the period in which they become evident. Profits are recorded based upon the total estimated contract profit times the current percentage complete for the contract.

At least quarterly, significant projects are reviewed in detail by senior management. There are many factors that impact future costs, including weather, inflation, labor and community disruptions, timely availability of materials, productivity, and other factors as outlined in Item 1(a), "Risk Factors." These factors can affect the accuracy of our estimates and materially impact our future reported earnings. See Note 1 to the consolidated financial statements for further information.

OFF BALANCE SHEET ARRANGEMENTS

At December 31, 2015, we had no material off balance sheet arrangements, except for operating leases. For information on our contractual obligations related to operating leases, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Contractual obligations."

FINANCIAL INSTRUMENT MARKET RISK

We are exposed to market risk from changes in foreign currency exchange rates and interest rates. We selectively manage these exposures through the use of derivative instruments, including forward foreign exchange contracts, foreign exchange options, and interest rate swaps. The objective of our risk management strategy is to minimize the volatility from fluctuations in foreign currency and interest rates. We do not use derivative instruments for trading purposes. The counterparties to our forward contracts, options, and interest rate swaps are global commercial and investment banks.

We use a sensitivity analysis model to measure the impact of a 10% adverse movement of foreign currency exchange rates against the United States dollar. A hypothetical 10% adverse change in the value of all our foreign currency positions relative to the United States dollar as of December 31, 2015 would result in a $76 million, pre-tax, loss for our net monetary assets denominated in currencies other than United States dollars.

With respect to interest rates sensitivity, after consideration of the impact from the interest rate swaps, a hypothetical 100 basis point increase in the LIBOR rate would result in approximately an additional $15 million of interest charges for the year ended December 31, 2015.

There are certain limitations inherent in the sensitivity analyses presented, primarily due to the assumption that interest rates and exchange rates change instantaneously in an equally adverse fashion. In addition, the analyses are unable to reflect the complex market reactions that normally would arise from the market shifts modeled. While this is our best estimate of the impact of the various scenarios, these estimates should not be viewed as forecasts.

For further information regarding foreign currency exchange risk, interest rate risk, and credit risk, see Note 14 to the consolidated financial statements.

ENVIRONMENTAL MATTERS

We are subject to numerous environmental, legal, and regulatory requirements related to our operations worldwide. For information related to environmental matters, see Note 9 to the consolidated financial statements and Part I, Item 1(a), "Risk Factors."

FORWARD-LOOKING INFORMATION

The Private Securities Litigation Reform Act of 1995 provides safe harbor provisions for forward-looking information. Forward-looking information is based on projections and estimates, not historical information. Some statements in this Form 10-K are forward-looking and use words like “may,” “may not,” “believe,” “do not believe,” “plan,” “estimate,” “intend,” “expect,” “do not expect,” “anticipate,” “do not anticipate,” “should,” “likely,” and other expressions. We may also provide oral or written forward-looking information in other materials we release to the public. Forward-looking information involves risk and uncertainties and reflects our best judgment based on current information. Our results of operations can be affected by inaccurate assumptions we make or by known or unknown risks and uncertainties. In addition, other factors may affect the accuracy of our forward-looking information. As a result, no forward-looking information can be guaranteed. Actual events and results of operations may vary materially.

We do not assume any responsibility to publicly update any of our forward-looking statements regardless of whether factors change as a result of new information, future events, or for any other reason. You should review any additional disclosures we make in our press releases and Forms 10-K, 10-Q, and 8-K filed with or furnished to the SEC. We also suggest that you listen to our quarterly earnings release conference calls with financial analysts.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Halliburton Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in the Securities Exchange Act Rule 13a-15(f).

Internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Further, because of changes in conditions, the effectiveness of internal control over financial reporting may vary over time.

Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we conducted an evaluation to assess the effectiveness of our internal control over financial reporting as of December 31, 2015 based upon criteria set forth in the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our assessment, we believe that, as of December 31, 2015, our internal control over financial reporting is effective.

The effectiveness of Halliburton's internal control over financial reporting as of December 31, 2015 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report that is included herein.

HALLIBURTON COMPANY

by

/s/ David J. Lesar	/s/ Christian A. Garcia
David J. Lesar	Christian A. Garcia
Chairman of the Board and	Senior Vice President, Finance and
Chief Executive Officer	Acting Chief Financial Officer

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Halliburton Company:

We have audited the accompanying consolidated balance sheets of Halliburton Company and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of operations, shareholders' equity, comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2015. These consolidated financial statements are the responsibility of Halliburton Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Halliburton Company and subsidiaries as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 16 to the financial statements, Halliburton Company changed its method of accounting for debt issuance costs effective January 1, 2014 due to the adoption of FASB ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs*. Additionally, as discussed in Note 16 to the financial statements, Halliburton Company changed its method of accounting for deferred income taxes effective January 1, 2014 due to the adoption of FASB ASU 2015-17, *Balance Sheet Classification of Deferred Taxes*.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Halliburton Company's internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 5, 2016 expressed an unqualified opinion on the effectiveness of Halliburton Company's internal control over financial reporting.

/s/ KPMG LLP
Houston, Texas
February 5, 2016

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Halliburton Company:

We have audited Halliburton Company's internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Halliburton Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on Halliburton Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Halliburton Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Halliburton Company and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of operations, shareholders' equity, comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2015, and our report dated February 5, 2016 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP
Houston, Texas
February 5, 2016

HALLIBURTON COMPANY
Consolidated Statements of Operations

	Year Ended December 31		
Millions of dollars and shares except per share data	2015	2014	2013
Revenue:			
Services	$ 17,482	$ 25,039	$ 22,257
Product sales	6,151	7,831	7,145
Total revenue	23,633	32,870	29,402
Operating costs and expenses:			
Cost of services	15,900	20,959	18,959
Cost of sales	5,213	6,571	5,972
Impairment and other charges	2,177	129	—
Baker Hughes acquisition-related costs	308	17	—
General and administrative	200	292	333
Activity related to the Macondo well incident	—	(195)	1,000
Total operating costs and expenses	23,798	27,773	26,264
Operating income (loss)	(165)	5,097	3,138
Interest expense, net of interest income of $16, $13, and $8	(447)	(383)	(331)
Other, net	(324)	(2)	(43)
Income (loss) from continuing operations before income taxes	(936)	4,712	2,764
Income tax benefit (provision)	274	(1,275)	(648)
Income (loss) from continuing operations	(662)	3,437	2,116
Income (loss) from discontinued operations, net of income tax benefit (provision) of $3, $(9), and $1	(5)	64	19
Net income (loss)	$ (667)	$ 3,501	$ 2,135
Net (income) attributable to noncontrolling interest	(4)	(1)	(10)
Net income (loss) attributable to company	$ (671)	$ 3,500	$ 2,125
Amounts attributable to company shareholders:			
Income (loss) from continuing operations	$ (666)	$ 3,436	$ 2,106
Income (loss) from discontinued operations, net	(5)	64	19
Net income (loss) attributable to company	$ (671)	$ 3,500	$ 2,125
Basic income per share attributable to company shareholders:			
Income (loss) from continuing operations	$ (0.78)	$ 4.05	$ 2.35
Income (loss) from discontinued operations, net	(0.01)	0.08	0.02
Net income (loss) per share	$ (0.79)	$ 4.13	$ 2.37
Diluted income per share attributable to company shareholders:			
Income (loss) from continuing operations	$ (0.78)	$ 4.03	$ 2.33
Income (loss)from discontinued operations, net	(0.01)	0.08	0.03
Net income (loss) per share	$ (0.79)	$ 4.11	$ 2.36
Basic weighted average common shares outstanding	853	848	898
Diluted weighted average common shares outstanding	853	852	902

See notes to consolidated financial statements.

HALLIBURTON COMPANY
Consolidated Statements of Comprehensive Income

Millions of dollars	Year Ended December 31 2015	2014	2013
Net income (loss)	$ (667)	$ 3,501	$ 2,135
Other comprehensive income, net of income taxes:			
Defined benefit and other post retirement plans adjustment	105	(84)	—
Unrealized loss on cash flow hedges	(67)	—	—
Other	(2)	(7)	2
Other comprehensive income (loss), net of income taxes	36	(91)	2
Comprehensive income (loss)	$ (631)	$ 3,410	$ 2,137
Comprehensive income attributable to noncontrolling interest	(4)	(1)	(10)
Comprehensive income (loss) attributable to company shareholders	$ (635)	$ 3,409	$ 2,127

See notes to consolidated financial statements.

HALLIBURTON COMPANY
Consolidated Balance Sheets

Millions of dollars and shares except per share data	December 31 2015	December 31 2014
Assets		
Current assets:		
Cash and equivalents	$ 10,077	$ 2,291
Receivables (net of allowances for bad debts of $145 and $137)	5,317	7,564
Inventories	2,417	3,571
Assets held for sale	2,115	—
Prepaid expenses	1,051	658
Other current assets	632	563
Total current assets	21,609	14,647
Property, plant, and equipment (net of accumulated depreciation of $9,789 and $11,007)	10,911	12,475
Goodwill	2,109	2,330
Other assets	2,313	2,713
Total assets	$ 36,942	$ 32,165
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	$ 2,019	$ 2,814
Accrued employee compensation and benefits	838	1,033
Current maturities of long-term debt	659	14
Liabilities for Macondo well incident	400	367
Deferred revenue	298	349
Taxes other than income	293	407
Other current liabilities	852	882
Total current liabilities	5,359	5,866
Long-term debt	14,687	7,765
Employee compensation and benefits	457	691
Other liabilities	944	1,545
Total liabilities	21,447	15,867
Shareholders' equity:		
Common shares, par value $2.50 per share (authorized 2,000 shares, issued 1,071 and 1,071 shares)	2,677	2,679
Paid-in capital in excess of par value	274	309
Accumulated other comprehensive loss	(363)	(399)
Retained earnings	20,524	21,809
Treasury stock, at cost (215 and 223 shares)	(7,650)	(8,131)
Company shareholders' equity	15,462	16,267
Noncontrolling interest in consolidated subsidiaries	33	31
Total shareholders' equity	15,495	16,298
Total liabilities and shareholders' equity	$ 36,942	$ 32,165

See notes to consolidated financial statements.

HALLIBURTON COMPANY
Consolidated Statements of Cash Flows

Millions of dollars	Year Ended December 31 2015	2014	2013
Cash flows from operating activities:			
Net income (loss)	$ (667)	$ 3,501	$ 2,135
Adjustments to reconcile net income (loss) to net cash flows from operating activities:			
Impairments and other charges	2,177	129	—
Cash impact of impairments and other charges - severance payments	(304)	(28)	—
Depreciation, depletion, and amortization	1,835	2,126	1,900
Activity related to the Macondo well incident	(333)	(569)	1,000
Deferred income tax benefit, continuing operations	(224)	(454)	(132)
Other changes:			
Receivables	1,468	(1,381)	(449)
Accounts payable	(603)	489	327
Inventories	153	(271)	(107)
Other	(596)	520	(227)
Total cash flows from operating activities	2,906	4,062	4,447
Cash flows from investing activities:			
Capital expenditures	(2,184)	(3,283)	(2,934)
Sales of property, plant, and equipment	168	338	241
Purchases of investment securities	(109)	(183)	(329)
Sales of investment securities	106	444	356
Payments to acquire businesses, net of cash acquired	(39)	(231)	(94)
Other investing activities	(134)	(223)	(110)
Total cash flows from investing activities	(2,192)	(3,138)	(2,870)
Cash flows from financing activities:			
Proceeds from issuance of long-term debt, net	7,440	—	2,968
Dividends to shareholders	(614)	(533)	(465)
Proceeds from exercises of stock options	167	332	277
Payments to reacquire common stock	—	(800)	(4,356)
Other financing activities	88	(29)	(178)
Total cash flows from financing activities	7,081	(1,030)	(1,754)
Effect of exchange rate changes on cash	(9)	41	49
Increase (decrease) in cash and equivalents	7,786	(65)	(128)
Cash and equivalents at beginning of year	2,291	2,356	2,484
Cash and equivalents at end of year	$ 10,077	$ 2,291	$ 2,356
Supplemental disclosure of cash flow information:			
Cash payments during the period for:			
Interest	$ 380	$ 384	$ 293
Income taxes	$ 370	$ 1,269	$ 913

See notes to consolidated financial statements.

HALLIBURTON COMPANY
Consolidated Statements of Shareholders' Equity

Millions of dollars	Common Shares	Paid-in Capital in Excess of Par Value	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling interest in Consolidated Subsidiaries	Total
	Company Shareholders' Equity						
Balance at December 31, 2012	$ 2,682	$ 486	$ (4,276)	$ 17,182	$ (309)	$ 25	$ 15,790
Comprehensive income (loss):							
Net income	—	—	—	2,125	—	10	2,135
Other comprehensive income	—	—	—	—	2	—	2
Common shares repurchased	—	—	(4,356)	—	—	—	(4,356)
Stock plans	(2)	(97)	583	—	—	—	484
Cash dividends ($0.525 per share)	—	—	—	(465)	—	—	(465)
Other	—	26	—	—	—	(1)	25
Balance at December 31, 2013	$ 2,680	$ 415	$ (8,049)	$ 18,842	$ (307)	$ 34	$ 13,615
Comprehensive income (loss):							
Net income	—	—	—	3,500	—	1	3,501
Other comprehensive loss	—	—	—	—	(92)	—	(92)
Common shares repurchased	—	—	(800)	—	—	—	(800)
Stock plans	(1)	(161)	718	—	—	—	556
Cash dividends ($0.63 per share)	—	—	—	(533)	—	—	(533)
Other	—	55	—	—	—	(4)	51
Balance at December 31, 2014	$ 2,679	$ 309	$ (8,131)	$ 21,809	$ (399)	$ 31	$ 16,298
Comprehensive income (loss):							
Net income (loss)	—	—	—	(671)	—	4	(667)
Other comprehensive income	—	—	—	—	36	—	36
Stock plans	(2)	(39)	481	—	—	—	440
Cash dividends ($0.72 per share)	—	—	—	(614)	—	—	(614)
Other	—	4	—	—	—	(2)	2
Balance at December 31, 2015	$ 2,677	$ 274	$ (7,650)	$ 20,524	$ (363)	$ 33	$ 15,495

See notes to consolidated financial statements.

Note 1. Description of Company and Significant Accounting Policies

Description of Company

Halliburton Company's predecessor was established in 1919 and incorporated under the laws of the State of Delaware in 1924. We are one of the world's largest oilfield services companies. Our two business segments are the Completion and Production segment and the Drilling and Evaluation segment. We provide a comprehensive range of services and products for the exploration, development, and production of oil and natural gas around the world.

Use of estimates

Our financial statements are prepared in conformity with United States generally accepted accounting principles, requiring us to make estimates and assumptions that affect:

- the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements; and
- the reported amounts of revenue and expenses during the reporting period.

We believe the most significant estimates and assumptions are associated with the forecasting of our effective income tax rate and the valuation of deferred taxes, legal and environmental reserves, long-lived asset valuations, purchase price allocations, pensions, allowance for bad debts, and percentage-of-completion accounting for long-term contracts. Ultimate results could differ from our estimates.

Basis of presentation

The consolidated financial statements include the accounts of our company and all of our subsidiaries that we control or variable interest entities for which we have determined that we are the primary beneficiary. All material intercompany accounts and transactions are eliminated. Investments in companies in which we have significant influence are accounted for using the equity method of accounting. If we do not have significant influence, we use the cost method of accounting. In addition, certain reclassifications of prior period balances have been made to conform to the current period presentation.

Revenue recognition

Overall. Our services and products are generally sold based upon purchase orders or contracts with our customers that include fixed or determinable prices but do not include right of return provisions or other significant post-delivery obligations. Our products are produced in a standard manufacturing operation, even if produced to our customer's specifications. We recognize revenue from product sales when title passes to the customer, the customer assumes risks and rewards of ownership, collectability is reasonably assured, and delivery occurs as directed by our customer. Service revenue, including training and consulting services, is recognized when the services are rendered and collectability is reasonably assured. Rates for services are typically priced on a per day, per meter, per man-hour, or similar basis.

Software sales. Sales of perpetual software licenses, net of any deferred maintenance and support fees, are recognized as revenue upon shipment. Sales of time-based licenses are recognized as revenue over the license period. Maintenance and support fees are recognized as revenue ratably over the contract period, usually a one-year duration.

Percentage of completion. Revenue from certain long-term, integrated project management contracts to provide well construction and completion services is reported on the percentage-of-completion method of accounting. Progress is generally based upon physical progress related to contractually defined units of work. Physical percent complete is determined as a combination of input and output measures as deemed appropriate by the circumstances. All known or anticipated losses on contracts are provided for when they become evident. Cost adjustments that are in the process of being negotiated with customers for extra work or changes in the scope of work are included in revenue when collection is deemed probable.

New Accounting Pronouncement. In May 2014, a new revenue recognition standard was issued that will supersede existing revenue recognition guidance. See Note 16 for additional information.

Research and development

Research and development costs are expensed as incurred. Research and development costs were $487 million in 2015, $601 million in 2014, and $588 million in 2013.

Cash equivalents

We consider all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Inventories

Inventories are stated at the lower of cost or market. Cost represents invoice or production cost for new items and original cost less allowance for condition for used material returned to stock. Production cost includes material, labor, and manufacturing overhead. Some domestic manufacturing and field service finished products and parts inventories for drill bits, completion products, and bulk materials are recorded using the last-in, first-out method. The remaining inventory is recorded on the average cost method. We regularly review inventory quantities on hand and record provisions for excess or obsolete inventory based primarily on historical usage, estimated product demand, and technological developments.

Allowance for bad debts

We establish an allowance for bad debts through a review of several factors, including historical collection experience, current aging status of the customer accounts, and financial condition of our customers. Our policy is to write off bad debts when the customer accounts are determined to be uncollectible.

Property, plant, and equipment

Other than those assets that have been written down to their fair values due to impairment, property, plant, and equipment are reported at cost less accumulated depreciation, which is generally provided on the straight-line method over the estimated useful lives of the assets. Accelerated depreciation methods are used for tax purposes, wherever permitted. Upon sale or retirement of an asset, the related costs and accumulated depreciation are removed from the accounts and any gain or loss is recognized. Planned major maintenance costs are generally expensed as incurred. Expenditures for additions, modifications, and conversions are capitalized when they increase the value or extend the useful life of the asset.

Goodwill and other intangible assets

We record as goodwill the excess purchase price over the fair value of the tangible and identifiable intangible assets acquired. Changes in the carrying amount of goodwill are detailed below by reportable segment.

Millions of dollars	Completion and Production	Drilling and Evaluation	Total
Balance at December 31, 2013:	$ 1,533	$ 635	$ 2,168
Current year acquisitions	77	79	156
Purchase price adjustments for previous acquisitions	(4)	10	6
Balance at December 31, 2014:	$ 1,606	$ 724	$ 2,330
Current year acquisitions	27	26	53
Purchase price adjustments for previous acquisitions	1	1	2
Allocation to assets held for sale	—	(276)	(276)
Balance at December 31, 2015:	$ 1,634	$ 475	$ 2,109

As of December 31, 2015, we allocated $276 million of goodwill in the Drilling and Evaluation segment to assets held for sale. See Note 2 for further information.

The reported amounts of goodwill for each reporting unit are reviewed for impairment on an annual basis, during the third quarter, and more frequently should negative conditions exist such as significant current or projected operating losses. In 2013, 2014, and 2015, we elected to bypass the qualitative assessment and perform a quantitative impairment test. This two-step quantitative process, which consists of a discounted cash flow analysis based on management's short-term and long-term forecast of operating performance, compares the estimated fair value of each reporting unit to the reporting unit's carrying value, including goodwill. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is not considered impaired, and the second step of the impairment test is unnecessary. If the carrying amount of a reporting unit exceeds its fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss to be recorded, if any. As a result of our annual goodwill impairment assessments performed in 2015, 2014, and 2013, we determined that the fair value of each reporting unit exceeded its net book value and, therefore, no goodwill impairments were deemed necessary.

In 2015, the energy market continued to experience a considerable downturn as a result of a significant reduction in crude oil prices, including the period subsequent to our annual goodwill impairment testing date. Due to this pricing decline and its corresponding impact on our short-term business outlook, we determined that these recent events constituted a triggering event that would require us to update our goodwill impairment assessment through December 31, 2015. As a result of our analysis, we determined that the fair value of each reporting unit exceeded its net book value and therefore, no goodwill impairment was necessary as of December 31, 2015. Should current market conditions worsen or persist for an extended period of time, an impairment of the carrying value of our goodwill could occur, particularly in our Completion and Production operating segment.

We amortize other identifiable intangible assets with a finite life on a straight-line basis over the period which the asset is expected to contribute to our future cash flows, ranging from two to fifteen years. The components of these other intangible assets generally consist of patents, license agreements, non-compete agreements, trademarks, and customer lists and contracts.

Evaluating impairment of long-lived assets

When events or changes in circumstances indicate that long-lived assets other than goodwill may be impaired, an evaluation is performed. For an asset classified as held for use, the estimated future undiscounted cash flows associated with the asset are compared to the asset's carrying amount to determine if a write-down to fair value is required. When an asset is classified as held for sale, the asset's book value is evaluated and adjusted to the lower of its carrying amount or fair value less cost to sell. In addition, depreciation and amortization is ceased while it is classified as held for sale.

Income taxes

We recognize the amount of taxes payable or refundable for the year. In addition, deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been recognized in the financial statements or tax returns. A valuation allowance is provided for deferred tax assets if it is more likely than not that these items will not be realized. As of December 31, 2015, we adopted a new accounting standard which requires that all deferred tax assets and liabilities be classified as noncurrent on the balance sheet instead of separating deferred taxes into current and noncurrent amounts. See Note 16 for additional information.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that we will realize the benefits of these deductible differences, net of the existing valuation allowances.

We recognize interest and penalties related to unrecognized tax benefits within the provision for income taxes on continuing operations in our consolidated statements of operations.

We generally do not provide income taxes on the undistributed earnings of non-United States subsidiaries because such earnings are intended to be reinvested indefinitely to finance foreign activities. These additional foreign earnings could be subject to additional tax if remitted, or deemed remitted, as a dividend; however, it is not practicable to estimate the additional amount, if any, of taxes payable. Taxes are provided as necessary with respect to earnings that are not permanently reinvested.

Derivative instruments

At times, we enter into derivative financial transactions to hedge existing or projected exposures to changing foreign currency exchange rates and interest rates. We do not enter into derivative transactions for speculative or trading purposes. We recognize all derivatives on the balance sheet at fair value. Derivatives that are not hedges are adjusted to fair value and reflected through the results of operations. If the derivative is designated as a hedge, depending on the nature of the hedge, changes in the fair value of derivatives are either offset against:

- the change in fair value of the hedged assets, liabilities, or firm commitments through earnings; or
- recognized in other comprehensive income until the hedged item is recognized in earnings.

The ineffective portion of a derivative's change in fair value is recognized in earnings. Recognized gains or losses on derivatives entered into to manage foreign currency exchange risk are included in "Other, net" on the consolidated statements of operations. Gains or losses on interest rate derivatives are included in "Interest expense, net."

Foreign currency translation

Foreign entities whose functional currency is the United States dollar translate monetary assets and liabilities at year-end exchange rates, and nonmonetary items are translated at historical rates. Revenue and expense transactions are translated at the average rates in effect during the year, except for those expenses associated with nonmonetary balance sheet accounts, which are translated at historical rates. Gains or losses from remeasurement of monetary assets and liabilities due to changes in exchange rates are recognized in our consolidated statements of operations in "Other, net" in the year of occurrence.

Stock-based compensation

Stock-based compensation cost is measured at the date of grant, based on the calculated fair value of the award, and is recognized as expense over the employee's service period, which is generally the vesting period of the equity grant. Additionally, compensation cost is recognized based on awards ultimately expected to vest, therefore, we have reduced the cost for estimated forfeitures based on historical forfeiture rates. Forfeitures are estimated at the time of grant and revised in subsequent periods to reflect actual forfeitures. See Note 12 for additional information related to stock-based compensation.

Note 2. Acquisitions and Dispositions

Pending acquisition of Baker Hughes

In November 2014, we and Baker Hughes entered into a merger agreement under which, subject to the conditions set forth in the merger agreement, we will acquire all the outstanding shares of Baker Hughes in a stock and cash transaction. Baker Hughes is a leading supplier of oilfield services, products, technology and systems to the worldwide oil and natural gas industry. Under the terms of the merger agreement, at the effective time of the acquisition, each share of Baker Hughes common stock will be converted into the right to receive 1.12 shares of our common stock and $19.00 in cash. The merger agreement has been unanimously approved by both companies' Board of Directors, our stockholders have approved the issuance of shares necessary to complete the acquisition of Baker Hughes, and Baker Hughes' stockholders have adopted the merger agreement and thereby approved the acquisition. The closing of the transaction is subject to receipt of certain regulatory approvals and other conditions specified in the merger agreement.

Because the exchange ratio was fixed at the time of the merger agreement and the market value of our common stock will continue to fluctuate, the total value of the consideration exchanged will not be determinable until the closing date. The number of shares to be issued will not fluctuate based upon changes in the price of shares of our common stock or shares of Baker Hughes common stock prior to the closing date, but the exact number of Halliburton shares to be issued with respect to Baker Hughes stock awards will not be determinable until the closing of the transaction. We have estimated the total consideration expected to be issued and paid to Baker Hughes stockholders in the acquisition to consist of approximately 492 million shares of our common stock and approximately $8.3 billion to be paid in cash.

In November 2015, we issued $7.5 billion aggregate principal amount of senior notes to be used for general corporate purposes, including to finance a portion of the cash consideration for the acquisition. If the Baker Hughes acquisition is not consummated, we are required to redeem $2.5 billion of the senior notes issued at a price of 101% of their principal amount. See Note 8 for further information on the debt issuance and mandatory redemption features. We may finance the remainder of the cash portion of the consideration for the acquisition with cash on hand, additional debt financing, or a combination thereof. We have $1.1 billion remaining under the senior unsecured bridge facility commitment we obtained for the acquisition, although we may obtain other debt financings in lieu of utilizing all or a portion of the bridge facility.

In December 2015, we announced that our timing agreement with the DOJ expired without reaching a settlement or the DOJ initiating litigation. The DOJ informed us that they do not believe that our previously announced proposed divestitures are sufficient to address their concerns, but acknowledged that they would assess further proposals. In January 2016, the EC entered into Phase II of its investigation, and issued a report detailing initial concerns about the competition-related implications of the acquisition.

Also, in January 2016, we presented to the DOJ an enhanced set of proposed divestitures in order to seek their approval of the transaction. We also informally notified the EC and other jurisdictions about the enhanced divestitures package. The sales process for the planned divestitures is continuing, but there is no agreement to date with any buyer or an agreement with the DOJ or EC as to the adequacy of the proposed divestitures. Our conversations with the DOJ, the EC and other enforcement authorities continue with the desire to resolve their competition-related concerns as soon as possible.

We remain committed to completing this transaction, despite the extended time required to obtain regulatory approvals. We agreed with Baker Hughes to extend the period to obtain required regulatory approvals to no later than April 30, 2016, as permitted under the merger agreement, though we would proceed with closing prior to such date if all relevant regulatory approvals have been obtained. If review by the relevant competition authorities extends beyond April 30, 2016, the merger agreement does not terminate automatically; the parties may continue to seek relevant regulatory approvals or either of the parties may terminate the merger agreement. Under the merger agreement, we could be required in certain circumstances, where the termination of the merger agreement is related to failures to obtain regulatory clearances, to pay Baker Hughes a termination fee of $3.5 billion. See "Assets Held for Sale" below for additional expenses we would recognize if the merger agreement is terminated.

Assets Held for Sale

In April 2015, we announced our decision to market for sale our Fixed Cutter and Roller Cone Drill Bits, our Directional Drilling, and our Logging-While-Drilling/Measurement-While-Drilling businesses in connection with the pending Baker Hughes acquisition. The assets and liabilities for these businesses, which are included within our Drilling and Evaluation operating segment, were classified as held for sale beginning in the second quarter of 2015 and, therefore, the corresponding depreciation and amortization expense was ceased at that time. These anticipated divestitures are not presented as discontinued operations in our consolidated statements of operations, because they do not represent a strategic shift in our business, as we will continue operating similar businesses of Baker Hughes after the acquisition.

During the years ended December 31, 2015, 2014, and 2013, we generated revenue from these assets of $2.6 billion, $3.6 billion, and $3.6 billion. Additionally, during the years ended December 31, 2015, 2014, and 2013, we recognized operating income from these assets, consistent with our business segments presentation in Note 4, of $460 million, $391 million, and $422 million. These amounts reflect the impact of ceasing the recording of depreciation and amortization expense for these businesses subsequent to their held for sale reclassification in 2015; the recording of such expenses would have reduced operating income by $244 million during the year ended December 31, 2015. If the merger agreement for the pending

Baker Hughes acquisition is terminated, and therefore these businesses are no longer considered held for sale, we would reclassify the assets as held and used at the lower of fair value or carrying value less ceased depreciation and amortization expense as of that date. Additionally, we recorded $103 million of capitalized divestiture costs within "Other current assets" on our consolidated balance sheets as of December 31, 2015, which we would record as an expense in our statement of operations if the acquisition is not consummated.

When an asset is classified as held for sale, the asset's book value is evaluated and adjusted to the lower of its carrying amount or fair value less cost to sell. As of December 31, 2015, we determined the fair value less cost to sell exceeded the carrying amount of our assets held for sale.

A summary of the carrying amounts of assets and liabilities held for sale on our consolidated balance sheet as of December 31, 2015 related to the anticipated divestitures discussed above is detailed below.

Millions of dollars		December 31, 2015
Assets		
Property, plant, and equipment	$	1,206
Inventories		576
Goodwill		276
Patents and other intangibles		57
Total assets	$	2,115
Liabilities		
Employee benefit liabilities (a)	$	46
Total liabilities	$	46

(a) Liabilities held for sale are classified within "Other current liabilities" on our consolidated balance sheet as of December 31, 2015.

In the third quarter of 2015, we announced that we also intended to divest our expandable liner hangers business in connection with the pending Baker Hughes acquisition, but the anticipated divestiture did not meet all of the requirements for classification as assets held for sale. We have recently proposed a revised and enhanced divestiture package to the DOJ, which no longer includes our expandable liner hangers business.

The final sale of each of the businesses described above, as well as any other businesses disposed of in connection with the Baker Hughes acquisition, will be subject to the ability to negotiate acceptable terms and conditions, each company's Board of Directors approval, as applicable, and final approval of the Baker Hughes acquisition by competition authorities. We anticipate that each company would complete the sale of divested businesses concurrent with the closing of the Baker Hughes acquisition.

Note 3. Impairments and Other Charges

We carry a variety of long-lived assets on our balance sheet including property, plant and equipment, goodwill, and other intangibles. We conduct impairment tests on long-lived assets at least annually, and more frequently whenever events or changes in circumstances indicate that the carrying value may not be recoverable. We review the recoverability of the carrying value of our assets based upon estimated future cash flows while taking into consideration assumptions and estimates including the future use of the asset, remaining useful life of the asset, and service potential of the asset. Additionally, inventories are valued at the lower of cost or market.

During the year ended December 31, 2015, as a result of the downturn in the energy market and its corresponding impact on our business outlook, we determined the carrying amount of a number of our long-lived assets exceeded their respective fair values due to projected declines in asset utilization, and that the cost of some of our inventory exceeded its market value; therefore, we recorded corresponding impairments and other charges. Additionally, we initiated a company-wide reduction in workforce by approximately 25% during 2015 intended to reduce costs and better align our workforce with anticipated activity levels in the near-term, which resulted in us recording severance costs relating to termination benefits. We also recorded a write-off of our operations in both Libya and Yemen during the first quarter of 2015 due to our decision to exit our operations in these countries. As part of the anticipated divestitures of certain businesses included in our Drilling and Evaluation operating segment, we are incurring certain non-capitalizable costs, which we have included within "other matters" in the table below.

Primarily as a result of the events described above, we recorded charges of approximately $2.2 billion and $129 million during the years ended December 31, 2015 and 2014, respectively, which consisted of equipment write-offs, asset impairments, expenses and write-downs related to idle equipment, inventory write-downs, impairments of intangible assets, severance costs, country and facility closures, and other items. We also recorded a $199 million foreign currency exchange loss in Venezuela during the first quarter of 2015 as discussed in further detail below.

The following table presents various charges we recorded during the years ended December 31, 2015 and December 31, 2014 as a result of the downturn in the energy market and other matters:

Millions of dollars	Year Ended December 31, 2015	Year Ended December 31, 2014	Income Statement Classification
Economic downturn:			
Fixed asset impairments	$ 760	$ 47	*Impairments and other charges*
Inventory write-downs	484	24	*Impairments and other charges*
Severance costs	352	28	*Impairments and other charges*
Intangible asset impairments	212	10	*Impairments and other charges*
Other	201	20	*Impairments and other charges*
Other matters:			
Country closures	80	—	*Impairments and other charges*
Other	88	—	*Impairments and other charges*
Total impairments and other charges	$ 2,177	$ 129	
Venezuela currency devaluation loss	199	—	*Other, net*
Total charges	$ 2,376	129	

In February 2015, the Venezuelan government created a new foreign exchange rate mechanism, called the Marginal Currency System, or SIMADI. The new mechanism, which is the third system in a three-tier exchange control mechanism, is a floating market rate for the conversion of Bolívares to United States dollars based on supply and demand. Prior to 2015, we had remeasured our net monetary assets denominated in Bolívares using the official exchange rate of 6.3 Bolívares per United States dollar. During the first quarter of 2015, we began utilizing SIMADI to remeasure our net monetary assets denominated in Bolívares with a market rate of 192 Bolívares per United States dollar as of March 31, 2015, which resulted in us recording a foreign currency loss of $199 million during the first quarter of 2015.

Note 4. Business Segment and Geographic Information

We operate under two divisions, which form the basis for the two operating segments we report: the Completion and Production segment and the Drilling and Evaluation segment.

Completion and Production delivers cementing, stimulation, intervention, pressure control, specialty chemicals, artificial lift, and completion services. The segment consists of Production Enhancement, Cementing, Completion Tools, Production Solutions, Pipeline & Process Services, Multi-Chem, and Artificial Lift.

Production Enhancement services include stimulation services and sand control services. Stimulation services optimize oil and natural gas reservoir production through a variety of pressure pumping services, nitrogen services, and chemical processes, commonly known as hydraulic fracturing and acidizing. Sand control services include fluid and chemical systems and pumping services for the prevention of formation sand production.

Cementing services involve bonding the well and well casing while isolating fluid zones and maximizing wellbore stability. Our cementing service line also provides casing equipment.

Completion Tools provides downhole solutions and services to our customers to complete their wells, including well completion products and services, intelligent well completions, liner hanger systems, sand control systems, and service tools.

Production Solutions includes pressure control services such as coiled tubing, hydraulic workover units, and downhole tools.

Pipeline & Process Services include pre-commissioning and maintenance services, subsea pipeline services, conventional pipeline services, and process services.

Multi-Chem includes oilfield production and completion chemicals and services that address production, processing, and transportation challenges.

Artificial Lift offers electrical submersible pumps and progressive cavity pumps, including the associated surface package for power, control, and monitoring of the entire lift system, and provides installation, maintenance, repair, and testing services. The objective of these services is to maximize reservoir and wellbore recovery by applying lifting technology and intelligent field management solutions throughout the life of the well.

Drilling and Evaluation provides field and reservoir modeling, drilling, evaluation, and precise wellbore placement solutions that enable customers to model, measure, drill, and optimize their well construction activities. The segment consists of Baroid, Sperry Drilling, Wireline and Perforating, Drill Bits and Services, Landmark Software and Services, Testing and Subsea, and Consulting and Project Management.

Baroid provides drilling fluid systems, performance additives, completion fluids, solids control, specialized testing equipment, and waste management services for oil and natural gas drilling, completion, and workover operations.

Sperry Drilling provides drilling systems and services. These services include directional and horizontal drilling, measurement-while-drilling, logging-while-drilling, surface data logging, multilateral systems, underbalanced applications, and rig site information systems. Our drilling systems offer directional control for precise wellbore placement while providing important measurements about the characteristics of the drill string and geological formations while drilling wells. Real-time operating capabilities enable the monitoring of well progress and aid decision-making processes.

Wireline and Perforating services include open-hole logging services that provide information on formation evaluation and reservoir fluid analysis, including formation lithology, rock properties, and reservoir fluid properties. Also offered are cased-hole and slickline services, which provide perforating, pipe recovery services, through-casing formation evaluation and reservoir monitoring, casing and cement integrity measurements, and well intervention services. Borehole seismic services include downhole seismic operations check-shots and vertical seismic profiles, and provide the link between surface seismic and the wellbore. Finally, formation and reservoir solutions transform formation evaluation data into reservoir insight through geoscience solutions.

Drill Bits and Services provides roller cone rock bits, fixed cutter bits, hole enlargement, and related downhole tools and services used in drilling oil and natural gas wells. In addition, coring equipment and services are provided to acquire cores of the formation drilled for evaluation.

Landmark Software and Services is a supplier of integrated exploration, drilling and production software, and related professional and data management services for the upstream oil and natural gas industry.

Testing and Subsea services provide acquisition and analysis of dynamic reservoir information and reservoir optimization solutions to the oil and natural gas industry through a broad portfolio of test tools, data acquisition services, fluid sampling, surface well testing, and subsea safety systems.

Consulting and Project Management provides oilfield project management and integrated solutions to independent, integrated, and national oil companies. These offerings make use of all of our oilfield services, products, technologies, and project management capabilities to assist our customers in optimizing the value of their oil and natural gas assets. In addition, well control and prevention services are included.

Corporate and other includes expenses related to support functions and corporate executives and is primarily composed of cash and equivalents, deferred tax assets, and investment securities. Also included are certain gains, losses and costs not attributable to a particular business segment.

Intersegment revenue and revenue between geographic areas are immaterial. Our equity in earnings and losses of unconsolidated affiliates that are accounted for under the equity method of accounting is included in revenue and operating income of the applicable segment.

The following tables present information on our business segments.

Operations by business segment

Millions of dollars	Year Ended December 31 2015	2014	2013
Revenue:			
Completion and Production	$ 13,682	$ 20,253	$ 17,506
Drilling and Evaluation	9,951	12,617	11,896
Total revenue	$ 23,633	$ 32,870	$ 29,402
Operating income (loss):			
Completion and Production	$ 1,069	$ 3,670	$ 2,875
Drilling and Evaluation	1,519	1,740	1,770
Total operations	2,588	5,410	4,645
Corporate and other	(576)	(184)	(1,507)
Impairments and other charges (a)	(2,177)	(129)	—
Total operating income (loss)	$ (165)	$ 5,097	$ 3,138
Interest expense, net of interest income	$ (447)	$ (383)	$ (331)
Other, net	(324)	(2)	(43)
Income (loss) from continuing operations before income taxes	$ (936)	$ 4,712	$ 2,764
Capital expenditures:			
Completion and Production	$ 1,526	$ 1,953	$ 1,676
Drilling and Evaluation	650	1,297	1,210
Corporate and other	8	33	48
Total	$ 2,184	$ 3,283	$ 2,934
Depreciation, depletion, and amortization:			
Completion and Production	$ 1,160	$ 1,162	$ 1,013
Drilling and Evaluation	638	934	873
Corporate and other	37	30	14
Total	$ 1,835	$ 2,126	$ 1,900

(a) Includes $1.1 billion attributable to Completion and Production, $1.0 billion attributable to Drilling and Evaluation, and $88 million attributable to Corporate and other for the year ended December 31, 2015. Includes $60 million attributable to Completion and Production and $69 million attributable to Drilling and Evaluation for the year ended December 31, 2014.

Millions of dollars	December 31 2015	2014
Total assets:		
Completion and Production	$ 13,628	$ 16,033
Drilling and Evaluation	10,531	11,237
Shared assets	1,785	1,930
Corporate and other	10,998	2,965
Total	$ 36,942	$ 32,165

Not all assets are associated with specific segments. Those assets specific to segments include receivables, inventories, certain identified property, plant, and equipment (including field service equipment), equity in and advances to related companies, and goodwill. The remaining assets, such as cash and equivalents, are considered to be shared among the segments.

The following tables present information by geographic area. In 2015, 2014, and 2013, based on the location of services provided and products sold, 44%, 51%, and 49% of our consolidated revenue was from the United States. As of December 31, 2015 and December 31, 2014, 51% and 46% of our property, plant, and equipment was from the United States. No other country accounted for more than 10% of our revenue or property, plant, and equipment during the periods presented.

Operations by geographic region

	Year Ended December 31		
Millions of dollars	2015	2014	2013
Revenue:			
North America	$ 10,856	$ 17,698	$ 15,212
Latin America	3,149	3,875	3,909
Europe/Africa/CIS	4,175	5,490	5,225
Middle East/Asia	5,453	5,807	5,056
Total	$ 23,633	$ 32,870	$ 29,402

	December 31	
Millions of dollars	2015	2014
Net property, plant, and equipment:		
North America	$ 5,745	$ 6,057
Latin America	1,450	1,406
Europe/Africa/CIS	1,594	1,832
Middle East/Asia	2,122	3,180
Total	$ 10,911	$ 12,475

Note 5. Receivables

Our trade receivables are generally not collateralized. At December 31, 2015 and December 31, 2014, 26% and 39% of our gross trade receivables were from customers in the United States, respectively. Other than Venezuela, as further discussed below, no other country or single customer accounted for more than 10% of our gross trade receivables at these dates.

Venezuela. During the first quarter of 2015, we began utilizing the new SIMADI exchange rate mechanism to remeasure our net monetary assets denominated in Bolívares, at a market rate of 192 Bolívares per United States dollar as compared to the official exchange rate of 6.3 Bolívares per United States dollar we had previously utilized, resulting in a foreign currency devaluation loss of $199 million. See Note 3 and "Management's Discussion and Analysis of Financial Condition and Results of Operations – Business Environment and Results of Operations" for further information.

Our total outstanding trade receivables in Venezuela were $704 million, which is more than 10% of our gross trade receivables, as of December 31, 2015, compared to $670 million, or approximately 9% of our gross trade receivables, as of December 31, 2014. We have experienced delays in collecting payment on our receivables from our primary customer in Venezuela, which contributed to the increase in those receivables during the period. This was partially offset by a decline due to the currency devaluation in the first quarter of 2015. These receivables are not disputed, and we have not historically had material write-offs relating to this customer. Additionally, we routinely monitor the financial stability of our customers. Of the $704 million of receivables in Venezuela as of December 31, 2015, the majority of which are United States dollar-denominated receivables, $175 million has been classified as long-term and included within "Other assets" on our consolidated balance sheets. Of the $670 million receivables in Venezuela as of December 31, 2014, $256 million has been classified as long-term and included within "Other assets" on our consolidated balance sheets.

The following table presents a rollforward of our allowance for bad debts for 2013, 2014, and 2015.

Millions of dollars	Balance at Beginning of Period	Charged to Costs and Expenses	Write-Offs	Balance at End of Period
Year ended December 31, 2013	$ 92	$ 39	$ (14)	$ 117
Year ended December 31, 2014	117	26	(6)	137
Year ended December 31, 2015	137	44	(36)	145

Note 6. Inventories

Inventories are stated at the lower of cost or market. In the United States, we manufacture certain finished products and parts inventories for drill bits, completion products, bulk materials, and other tools that are recorded using the last-in, first-out method and totaled $120 million at December 31, 2015 and $227 million at December 31, 2014. If the average cost method had been used, there would have been no difference reported at December 31, 2015 and total inventories would have been $38 million higher than reported at December 31, 2014. The cost of the remaining inventory was recorded on the average cost method. Inventories consisted of the following:

	December 31	
Millions of dollars	2015	2014
Finished products and parts	$ 1,747	$ 2,606
Raw materials and supplies	548	754
Work in process	122	211
Total	$ 2,417	$ 3,571

We reclassified $576 million of our inventory to assets held for sale as of December 31, 2015. See Note 2 for further information. Additionally, as a result of the downturn in the energy market and its corresponding impact on our business outlook, we recorded inventory write-downs as the cost of some of our inventory exceeded its market value. See Note 3 for further information about impairments and other charges.

Finished products and parts are reported net of obsolescence reserves of $218 million at December 31, 2015 and $161 million at December 31, 2014.

Note 7. Property, Plant, and Equipment

Property, plant, and equipment were composed of the following:

	December 31	
Millions of dollars	2015	2014
Land	$ 232	$ 217
Buildings and property improvements	3,359	3,311
Machinery, equipment, and other	17,109	19,954
Total	20,700	23,482
Less accumulated depreciation	9,789	11,007
Net property, plant, and equipment	$ 10,911	$ 12,475

Classes of assets, excluding oil and natural gas investments, are depreciated over the following useful lives:

	Buildings and Property Improvements	
	2015	2014
1 - 10 years	12%	12%
11 - 20 years	41%	42%
21 - 30 years	22%	21%
31 - 40 years	25%	25%

	Machinery, Equipment, and Other	
	2015	2014
1 - 5 years	23%	23%
6 - 10 years	69%	70%
11 - 20 years	8%	7%

Note 8. Debt

Our long-term debt, including current maturities, consisted of the following:

	December 31	
Millions of dollars	2015	2014
5.0% senior notes due November 2045	$ 2,000	$ —
3.8% senior notes due November 2025	2,000	—
3.375% senior notes due November 2022	1,250	—
2.7% senior notes due November 2020	1,250	—
3.5% senior notes due August 2023	1,100	1,100
4.85% senior notes due November 2035	1,000	—
6.15% senior notes due September 2019	1,000	1,000
7.45% senior notes due September 2039	1,000	1,000
4.75% senior notes due August 2043	900	900
6.7% senior notes due September 2038	800	800
1.0% senior notes due August 2016	600	600
3.25% senior notes due November 2021	500	500
4.5% senior notes due November 2041	500	500
2.0% senior notes due August 2018	400	400
5.9% senior notes due September 2018	400	400
7.6% senior debentures due August 2096	300	300
8.75% senior debentures due February 2021	185	185
6.75% notes due February 2027	104	104
7.53% notes due May 2017	45	45
Other	144	37
Unamortized debt issuance costs and discounts	(132)	(92)
Total	15,346	7,779
Current maturities	(659)	(14)
Total long-term debt	$ 14,687	$ 7,765

$7.5 billion issuance

In November 2015, we issued $7.5 billion aggregate principal amount of senior notes in five tranches: $1.25 billion of 2.7% senior notes due 2020, $1.25 billion of 3.375% senior notes due 2022, $2.0 billion of 3.8% senior notes due 2025, $1.0 billion of 4.85% senior notes due 2035, and $2.0 billion of 5.0% senior notes due 2045. We intend to use the net proceeds of the offering for general corporate purposes, including financing a portion of the cash consideration component of our pending acquisition of Baker Hughes. The 2020 notes and the 2022 notes, which aggregate $2.5 billion in principal amount, are subject to a special mandatory redemption. In the event the Baker Hughes acquisition is not consummated on or prior to November 13, 2016, or, if prior to such date, the merger agreement is terminated for any reason, we will be required to redeem the 2020 notes and the 2022 notes at a redemption price equal to 101% of the principal amount, plus accrued and unpaid interest. Based on management's assessment, we believe the 2020 notes and the 2022 notes are appropriately classified as long-term debt on our consolidated balance sheets as of December 31, 2015.

In conjunction with the November 2015 debt issuance, we adopted a new accounting standards update requiring debt issuance costs be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. We applied the change retrospectively for prior period balances of unamortized debt issuance costs. As such, the table above now presents unamortized debt issuance costs and discounts in the aggregate for both periods. See Note 16 for further information.

Senior debt

All of our senior notes and debentures rank equally with our existing and future senior unsecured indebtedness, have semiannual interest payments, and have no sinking fund requirements. We may redeem all of our senior notes from time to time or all of the notes of each series at any time at the applicable redemption prices, plus accrued and unpaid interest. Our 7.6% and 8.75% senior debentures may not be redeemed prior to maturity.

Revolving credit facilities

In July 2015, we entered into a new five-year revolving credit agreement, with an initial capacity of $3.0 billion, increasing to $4.5 billion upon closing of the Baker Hughes acquisition and satisfaction of the conditions provided in the credit agreement. The credit agreement is for working capital or general corporate purposes and expires on July 21, 2020. The full amount of the revolving credit facility was available as of December 31, 2015.

Debt maturities

Our long-term debt matures as follows: $659 million in 2016, $79 million in 2017, $823 million in 2018, $1.0 billion in 2019, $1.3 billion in 2020, and the remainder in 2021 and thereafter.

Bridge facility commitment

In November 2014, we obtained a commitment letter for an $8.6 billion senior unsecured bridge facility in connection with the pending acquisition of Baker Hughes. Upon issuance of the $7.5 billion principal amount of senior notes in November 2015, the commitment was reduced by that amount to $1.1 billion, and the facility expires on April 30, 2016. We have not drawn any amounts under this commitment as of December 31, 2015. We may use cash on hand, obtain additional debt financings or a combination thereof, in lieu of utilizing all or a portion of the bridge facility for the remaining portion of the cash consideration for the acquisition. See Note 2 for further information about the pending acquisition.

Note 9. Commitments and Contingencies

Macondo well incident

The semisubmersible drilling rig, Deepwater Horizon, sank on April 22, 2010 after an explosion and fire onboard the rig that began on April 20, 2010. The Deepwater Horizon was owned by an affiliate of Transocean Ltd. and had been drilling the Macondo exploration well in the Gulf of Mexico for the lease operator, BP Exploration & Production, Inc. (BP). We performed a variety of services on that well for BP. There were eleven fatalities and a number of injuries as a result of the Macondo well incident.

Litigation and settlements. Numerous lawsuits relating to the Macondo well incident and alleging damages arising from the blowout were filed against various parties, including BP, Transocean and us, in federal and state courts throughout the United States, most of which were consolidated in a Multi District Litigation proceeding (MDL) in the United States Eastern District of Louisiana. The defendants in the MDL proceeding filed a variety of cross claims against each other.

In 2012, BP reached a settlement to resolve the substantial majority of eligible private economic loss and medical claims stemming from the Macondo well incident (BP MDL Settlements). The MDL court has since certified the classes and granted final approval for the BP MDL Settlements, which also provided for the release by participating plaintiffs of compensatory damage claims against us.

The trial for the first phase of the MDL proceeding occurred in February 2013 through April 2013 and covered issues arising out of the conduct and degree of culpability of various parties allegedly relevant to the loss of well control, the ensuing fire and explosion on and sinking of the Deepwater Horizon, and the initiation of the release of hydrocarbons from the Macondo well. In September 2014, the MDL court ruled (Phase One Ruling) that, among other things, (1) in relation to the Macondo well incident, BP's conduct was reckless, Transocean's conduct was negligent, and our conduct was negligent, (2) fault for the Macondo blowout, explosion, and spill was apportioned 67% to BP, 30% to Transocean and 3% to us, and (3) the indemnity and release clauses in our contract with BP are valid and enforceable against BP. The MDL court did not find that our conduct was grossly negligent, thereby, subject to any appeals, eliminating our exposure in the MDL for punitive damages. The appeal process for the Phase One Ruling is underway, with various parties filing briefs according to a court-ordered schedule.

In September 2014, prior to the Phase One Ruling, we reached an agreement, subject to court approval, to settle a substantial portion of the plaintiffs' claims asserted against us relating to the Macondo well incident (our MDL Settlement). Pursuant to our MDL Settlement, we agreed to pay an aggregate of $1.1 billion, which includes legal fees and costs, into a settlement fund in three installments over two years, except that one installment of legal fees will not be paid until all of the conditions to the settlement have been satisfied or waived. Certain conditions must be satisfied before our MDL Settlement becomes effective and the funds are released from the settlement fund. These conditions include, among others, the issuance of a final order of the MDL court, including the resolution of certain appeals. In addition, we have the right to terminate our MDL Settlement if more than an agreed number of plaintiffs elect to opt out of the settlement prior to the expiration of the opt out deadline to be established by the MDL court. Before approving our MDL Settlement, the MDL court must certify the settlement class, the numerous class members must be notified of the proposed settlement, and the court must hold a fairness hearing. We are unable to predict when the MDL court will approve our MDL Settlement.

Our MDL Settlement does not cover claims against us by the state governments of Alabama, Florida, Mississippi, Louisiana, or Texas, claims by our own employees, compensatory damages claims by plaintiffs in the MDL that opted out of or were excluded from the settlement class in the BP MDL Settlements, or claims by other defendants in the MDL or their respective employees. However, these claims have either been dismissed, are subject to dismissal, are subject to indemnification by BP, or are not believed to be material.

On May 20, 2015, we and BP entered into an agreement to resolve all remaining claims against each other, and pursuant to which BP will defend and indemnify us in future trials for compensatory damages. We have also reached a similar agreement with Transocean, each agreeing to drop all remaining claims against the other. On July 2, 2015, BP announced that it had reached agreements in principle to settle all remaining federal, state and local government claims arising from the Macondo well incident.

Regulatory action. In October 2011, the Bureau of Safety and Environmental Enforcement (BSEE) issued a notification of Incidents of Noncompliance (INCs) to us for allegedly violating federal regulations relating to the failure to take measures to prevent the unauthorized release of hydrocarbons, the failure to take precautions to keep the Macondo well under control, the failure to cement the well in a manner that would, among other things, prevent the release of fluids into the Gulf of Mexico, and the failure to protect health, safety, property, and the environment as a result of a failure to perform operations in a safe and workmanlike manner. We have appealed the INCs, but the appeal has been suspended pending certain proceedings in the MDL and potential appeals. The BSEE has announced that the INCs will be reviewed for possible imposition of civil penalties once the appeal has ended. We understand that the regulations in effect at the time of the alleged violations provide for fines of up to $35,000 per day per violation.

Loss contingency. During 2015, we made the second installment payment under our MDL Settlement in the amount of $333 million. Accordingly, as of December 31, 2015, our remaining liability related to the Macondo well incident was $472 million, consisting of a current portion of $400 million related to our MDL Settlement and a non-current portion of $72 million representing a loss contingency unrelated to that settlement, included within "Other liabilities" on our consolidated balance sheets. Our loss contingency liability has not been reduced for potential recoveries from our insurers. See below for information regarding amounts that we could potentially recover from insurance.

Subject to the satisfaction of the conditions of our MDL Settlement and to the resolution of the appeal of the Phase One Ruling, we believe that the BP MDL Settlement, our MDL Settlement, the Phase One Ruling and our settlement with BP have eliminated any additional material financial exposure to us in relation to the Macondo well incident.

Insurance coverage. We had a general liability insurance program of $600 million at the time of the Macondo well incident. Our insurance was designed to cover claims by businesses and individuals made against us in the event of property damage, injury, or death and, among other things, claims relating to environmental damage, as well as legal fees incurred in defending against those claims. Through December 31, 2015, we have incurred approximately $1.5 billion of expenses related to the MDL Settlement, legal fees, and other settlement-related costs, of which $403 million has been reimbursed under our insurance program. Most of the insurance carriers that issued policies in the final $200 million layer of insurance coverage relating to the Macondo well incident notified us that they would not reimburse us with respect to our MDL Settlement. During the first and third quarters of 2015, we settled with two of the remaining insurance carriers. We have initiated arbitration proceedings to pursue recovery of the remaining balance of approximately $118 million. Due to the uncertainty surrounding such recovery, no related amounts have been recognized in the consolidated financial statements as of December 31, 2015.

Fair Labor Standards Act (FLSA) Claim

In 2014, the U.S. Department of Labor Wage and Hour Division (DOL) commenced an audit to determine whether certain workers have been properly classified by us as exempt under the FLSA. In addition, litigation was commenced against us alleging that certain field professionals were not properly classified. During 2015, upon completion of a detailed analysis of the potential exposure involved and settlement with the DOL and of the pending litigation, we recorded corresponding loss contingency liabilities.

Securities litigation

In June 2002, a class action lawsuit was filed against us in federal court alleging violations of the federal securities laws after the Securities and Exchange Commission (SEC) initiated an investigation in connection with our change in accounting for revenue on long-term construction projects and related disclosures. In the weeks that followed, approximately twenty similar class actions were filed against us. Several of those lawsuits also named as defendants several of our present or former officers and directors. The class action cases were later consolidated, and the amended consolidated class action complaint, styled *Richard Moore, et al. v. Halliburton Company, et al.*, was filed and served upon us in April 2003. As a result of a substitution of lead plaintiffs, the case was styled *Archdiocese of Milwaukee Supporting Fund (AMSF) v. Halliburton Company, et al*. AMSF has changed its name to Erica P. John Fund, Inc. (the Fund). We settled with the SEC in the second quarter of 2004.

In June 2003, the lead plaintiffs filed a motion for leave to file a second amended consolidated complaint, which was granted by the court. In addition to restating the original accounting and disclosure claims, the second amended consolidated complaint included claims arising out of our 1998 acquisition of Dresser Industries, Inc., including that we failed to timely disclose the resulting asbestos liability exposure.

In April 2005, the court appointed new co-lead counsel and named the Fund the new lead plaintiff, directing that it file a third consolidated amended complaint and that we file our motion to dismiss. The court held oral arguments on that motion in August 2005. In March 2006, the court entered an order in which it granted the motion to dismiss with respect to claims arising prior to June 1999 and granted the motion with respect to certain other claims while permitting the Fund to re-plead some of those claims to correct deficiencies in its earlier complaint. In April 2006, the Fund filed its fourth amended consolidated complaint. We filed a motion to dismiss those portions of the complaint that had been re-pled. A hearing was held on that motion in July 2006, and in March 2007 the court ordered dismissal of the claims against all individual defendants other than our Chief Executive Officer (CEO). The court ordered that the case proceed against our CEO and us.

In September 2007, the Fund filed a motion for class certification, and our response was filed in November 2007. The district court issued an order in November 2008 denying the motion for class certification. The Fifth Circuit Court of Appeals affirmed the district court's order denying class certification. In June 2011, the United States Supreme Court reversed the Fifth Circuit ruling that the Fund needed to prove loss causation in order to obtain class certification and the case was returned to the lower courts for further consideration.

In January 2012, the district court issued an order certifying the class. In April 2013, the Fifth Circuit issued an order affirming the district court's order.

Our writ of certiorari with the United States Supreme Court was granted and in June 2014 the Supreme Court issued its decision, maintaining the presumption of class member reliance through the "fraud on the market" theory, but holding that we are entitled to rebut that presumption by presenting evidence that there was no impact on our stock price from the alleged misrepresentation. Because the district court and the Fifth Circuit denied us that opportunity, the Supreme Court vacated the Fifth Circuit's decision and remanded for further proceedings consistent with the Supreme Court decision.

In December 2014, the district court held a hearing to consider whether there was an impact on our stock price from the alleged misrepresentations. On July 27, 2015, the district court denied certification for the plaintiff class with respect to five of the six dates upon which the plaintiffs claimed that disclosures correcting previously misleading statements had been made that resulted in an impact to the stock price. However, the district court certified the class with respect to a disclosure made on December 7, 2001 regarding an adverse jury verdict in an asbestos case that plaintiffs alleged was corrective, leaving the allegation relating to disclosure of the asbestos liability exposure as the only remaining punitive class action claim. The ruling was based on the district court's conclusion that the court was required to assume at class certification that a disclosure was actually corrective. We do not agree with that conclusion and filed a petition with the Fifth Circuit seeking to appeal the ruling. On November 4, 2015, the Fifth Circuit granted our petition to appeal the district court's ruling. The case will now be fully briefed and argued before the Fifth Circuit. We cannot predict the outcome or consequences of this case, which we intend to vigorously defend.

Investigations

We are conducting internal investigations of certain areas of our operations in Angola and Iraq, focusing on compliance with certain company policies, including our Code of Business Conduct (COBC), and the FCPA and other applicable laws.

In December 2010, we received an anonymous e-mail alleging that certain current and former personnel violated our COBC and the FCPA, principally through the use of an Angolan vendor. The e-mail also alleges conflicts of interest, self-dealing, and the failure to act on alleged violations of our COBC and the FCPA. We contacted the DOJ to advise them that we were initiating an internal investigation.

During the second quarter of 2012, in connection with a meeting with the DOJ and the SEC regarding the above investigation, we advised the DOJ and the SEC that we were initiating unrelated, internal investigations into payments made to a third-party agent relating to certain customs matters in Angola and to third-party agents relating to certain customs and visa matters in Iraq.

Since the initiation of the investigations described above, we have participated in meetings with the DOJ and the SEC to brief them on the status of the investigations and produced documents to them both voluntarily and as a result of SEC subpoenas to us and certain of our current and former officers and employees.

We expect to continue to have discussions with the DOJ and the SEC regarding issues relevant to the Angola and Iraq matters described above. We have engaged outside counsel and independent forensic accountants to assist us with these investigations.

Because these investigations are ongoing, we cannot predict their outcome or the consequences thereof.

Environmental

We are subject to numerous environmental, legal, and regulatory requirements related to our operations worldwide. In the United States, these laws and regulations include, among others:

- the Comprehensive Environmental Response, Compensation, and Liability Act;
- the Resource Conservation and Recovery Act;
- the Clean Air Act;
- the Federal Water Pollution Control Act;
- the Toxic Substances Control Act; and
- the Oil Pollution Act.

In addition to the federal laws and regulations, states and other countries where we do business often have numerous environmental, legal, and regulatory requirements by which we must abide. We evaluate and address the environmental impact of our operations by assessing and remediating contaminated properties in order to avoid future liabilities and comply with environmental, legal, and regulatory requirements. Our Health, Safety, and Environment group has several programs in place to maintain environmental leadership and to help prevent the occurrence of environmental contamination. On occasion, in addition to the matters relating to the Macondo well incident described above, we are involved in other environmental litigation and claims, including the remediation of properties we own or have operated, as well as efforts to meet or correct compliance-related matters. We do not expect costs related to those claims and remediation requirements to have a material adverse effect on our liquidity, consolidated results of operations, or consolidated financial position. Our accrued liabilities for environmental matters were $50 million as of December 31, 2015 and $57 million as of December 31, 2014. Because our estimated liability is typically within a range and our accrued liability may be the amount on the low end of that range, our actual liability could eventually be well in excess of the amount accrued. Our total liability related to environmental matters covers numerous properties.

Additionally, we have subsidiaries that have been named as potentially responsible parties along with other third parties for eight federal and state Superfund sites for which we have established reserves. As of December 31, 2015, those eight sites accounted for approximately $3 million of our $50 million total environmental reserve. Despite attempts to resolve these Superfund matters, the relevant regulatory agency may at any time bring suit against us for amounts in excess of the amount accrued. With respect to some Superfund sites, we have been named a potentially responsible party by a regulatory agency; however, in each of those cases, we do not believe we have any material liability. We also could be subject to third-party claims with respect to environmental matters for which we have been named as a potentially responsible party.

Guarantee arrangements

In the normal course of business, we have agreements with financial institutions under which approximately $2.0 billion of letters of credit, bank guarantees, or surety bonds were outstanding as of December 31, 2015. Some of the outstanding letters of credit have triggering events that would entitle a bank to require cash collateralization.

Leases

We are party to numerous operating leases, principally for the use of land, offices, equipment, manufacturing and field facilities, and warehouses. Total rentals on our operating leases, net of sublease rentals, were $875 million in 2015, $1.0 billion in 2014, and $958 million in 2013.

Future total rentals on our noncancellable operating leases are $944 million in the aggregate, which includes the following: $257 million in 2016; $171 million in 2017; $132 million in 2018; $96 million in 2019; $60 million in 2020; and $228 million thereafter.

Note 10. Income Taxes

The components of the benefit (provision) for income taxes on continuing operations were:

	Year Ended December 31		
Millions of dollars	2015	2014	2013
Current income taxes:			
Federal	$ 635	$ (959)	$ (245)
Foreign	(636)	(734)	(485)
State	51	(36)	(49)
Total current	50	(1,729)	(779)
Deferred income taxes:			
Federal	(18)	83	4
Foreign	262	357	125
State	(20)	14	2
Total deferred	224	454	131
Income tax benefit (provision)	$ 274	$ (1,275)	$ (648)

The United States and foreign components of income (loss) from continuing operations before income taxes were as follows:

	Year Ended December 31		
Millions of dollars	2015	2014	2013
United States	$ (1,560)	$ 3,020	$ 1,070
Foreign	624	1,692	1,694
Total	$ (936)	$ 4,712	$ 2,764

Reconciliations between the actual provision for income taxes on continuing operations and that computed by applying the United States statutory rate to income (loss) from continuing operations before income taxes were as follows:

	Year Ended December 31		
	2015	2014	2013
United States statutory rate	35.0%	35.0%	35.0%
Impact of foreign income taxed at different rates	(15.6)	(5.7)	(9.3)
Venezuela devaluation	4.3	—	—
Valuation allowance against tax assets	3.5	(3.6)	(0.1)
Impact of impairments and other charges	(3.0)	—	—
Non-deductible acquisition costs	2.6	—	—
Adjustments of prior year taxes	(0.7)	0.3	(0.6)
Other impact of foreign operations	(0.5)	(0.1)	(0.7)
State income taxes	0.3	0.8	1.7
Domestic manufacturing deduction	—	(1.9)	(2.0)
Other items, net	3.4	2.3	(0.5)
Total effective tax rate on continuing operations	29.3%	27.1%	23.5%

Our effective tax rate on continuing operations was 29.3% for 2015, 27.1% for 2014 and 23.5% for 2013. The effective tax rate in all periods were positively impacted by lower tax rates in certain foreign jurisdictions. The effective tax rate for 2015 was also impacted by the tax effects of the $2.2 billion of impairments and other charges, a change in mix of geographic earnings in which we experienced low levels of United States income during the year, additional valuation allowances booked on foreign deferred tax assets, a $199 million foreign currency exchange loss in Venezuela, and non-deductible costs related to the pending Baker Hughes acquisition. The effective tax rate for 2014 was positively impacted by a $201 million net operating loss valuation allowance released as a result of a reorganization of our legal structure in Brazil. Partially offsetting these items were total charges of approximately $150 million for a write-off of certain prepaid tax assets recorded in Iraq, additional tax expenses related to the settlement of a research and development credit with the United States authorities, and tax expenses related to other unrecognized tax benefits, which are mostly included in "Other items, net" in the table above.

We have not provided United States income taxes and foreign withholding taxes on the undistributed earnings of foreign subsidiaries as of December 31, 2015 because we intend to permanently reinvest such earnings outside the United States. If these foreign earnings were to be repatriated in the future, the related United States tax liability may be reduced by any foreign income taxes previously paid on these earnings. As of December 31, 2015, the cumulative amount of earnings upon which United States income taxes have not been provided is approximately $6.9 billion. It is not practicable to estimate the amount of unrecognized deferred tax liability related to these earnings at this time.

The primary components of our deferred tax assets and liabilities were as follows:

	December 31	
Millions of dollars	2015	2014
Gross deferred tax assets:		
Accrued liabilities	$ 392	$ 494
Net operating loss carryforwards	540	462
Employee compensation and benefits	403	395
Foreign tax credit carry forward	365	79
Other	354	236
Total gross deferred tax assets	2,054	1,666
Gross deferred tax liabilities:		
Depreciation and amortization	1,334	1,005
Other	109	111
Total gross deferred tax liabilities	1,443	1,116
Valuation allowances	213	184
Net deferred income tax asset	$ 398	$ 366

At December 31, 2015, we had $2.0 billion of net operating loss carryforwards, of which $375 million will expire from 2016 through 2019, $367 million will expire from 2020 through 2024, and $285 million will expire from 2025 through 2035. The remaining balance will not expire.

The following table presents a rollforward of our unrecognized tax benefits and associated interest and penalties.

Millions of dollars	Unrecognized Tax Benefits	Interest and Penalties
Balance at January 1, 2013	$ 228	$ 68
Change in prior year tax positions	(53)	(9)
Change in current year tax positions	30	1
Cash settlements with taxing authorities	(21)	(17)
Lapse of statute of limitations	(9)	(9)
Balance at December 31, 2013	$ 175	$ 34
Change in prior year tax positions	83	24
Change in current year tax positions	84	—
Cash settlements with taxing authorities	(27)	(1)
Lapse of statute of limitations	(1)	(1)
Balance at December 31, 2014	$ 314 (a)	$ 56
Change in prior year tax positions	(33)	7
Change in current year tax positions	62	1
Cash settlements with taxing authorities	(16)	(15)
Lapse of statute of limitations	(5)	(2)
Balance at December 31, 2015	$ 322 (a)(b)	$ 47

(a) Includes $67 million as of December 31, 2015 and $46 million as of December 31, 2014 in foreign unrecognized tax benefits that would give rise to a United States tax credit. Approximately $176 million, which excludes $10 million of unrecognized tax benefits covered by an indemnification asset, as of December 31, 2015 and $194 million as of December 31, 2014, if resolved in our favor, would positively impact the effective tax rate and, therefore, be recognized as additional tax benefits in our statement of operations.

(b) Includes $37 million that could be resolved within the next 12 months.

We file income tax returns in the United States federal jurisdiction and in various states and foreign jurisdictions. In most cases, we are no longer subject to state, local, or non-United States income tax examination by tax authorities for years before 2005. Tax filings of our subsidiaries, unconsolidated affiliates, and related entities are routinely examined in the normal course of business by tax authorities. Currently, our United States federal tax filings for the tax years 2012 through 2013 are under review, 2003 through 2009 are under appeal pending final calculation of certain tax attribute carryforwards, and 2010 through 2011 are also under appeals by the Internal Revenue Service.

Note 11. Shareholders' Equity

Shares of common stock

The following table summarizes total shares of common stock outstanding:

	December 31	
Millions of shares	2015	2014
Issued	1,071	1,071
In treasury	(215)	(223)
Total shares of common stock outstanding	856	848

Our Board of Directors has authorized a program to repurchase our common stock from time to time. The program does not require a specific number of shares to be purchased and the program may be effected through solicited or unsolicited transactions in the market or in privately negotiated transactions. The program may be terminated or suspended at any time. There were no repurchases made under the program during the year ended December 31, 2015. Approximately $5.7 billion remains authorized for repurchases as of December 31, 2015. From the inception of this program in February 2006 through December 31, 2015, we repurchased approximately 201 million shares of our common stock for a total cost of approximately $8.4 billion.

Preferred stock

Our preferred stock consists of five million total authorized shares at December 31, 2015, of which none are issued.

Accumulated other comprehensive loss

Accumulated other comprehensive loss consisted of the following:

Millions of dollars	December 31 2015	2014
Defined benefit and other postretirement liability adjustments (a)	$ (221)	$ (326)
Cumulative translation adjustment	(78)	(70)
Unrealized loss on cash flow hedge	(67)	—
Other	3	(3)
Total accumulated other comprehensive loss	$ (363)	$ (399)

(a) Included net actuarial losses for our international pension plans of $205 million at December 31, 2015 and $298 million at December 31, 2014.

Note 12. Stock-based Compensation

The following table summarizes stock-based compensation costs for the years ended December 31, 2015, 2014, and 2013.

Millions of dollars	Year Ended December 31 2015	2014	2013
Stock-based compensation cost	$ 294	$ 298	$ 264
Tax benefit	(99)	(90)	(81)
Stock-based compensation cost, net of tax	$ 195	$ 208	$ 183

Our Stock and Incentive Plan, as amended (Stock Plan), provides for the grant of any or all of the following types of stock-based awards:

- stock options, including incentive stock options and nonqualified stock options;
- restricted stock awards;
- restricted stock unit awards;
- stock appreciation rights; and
- stock value equivalent awards.

There are currently no stock appreciation rights, stock value equivalent awards, or incentive stock options outstanding.

Under the terms of the Stock Plan, approximately 187 million shares of common stock have been reserved for issuance to employees and non-employee directors. At December 31, 2015, approximately 19 million shares were available for future grants under the Stock Plan. The stock to be offered pursuant to the grant of an award under the Stock Plan may be authorized but unissued common shares or treasury shares.

In addition to the provisions of the Stock Plan, we also have stock-based compensation provisions under our Restricted Stock Plan for Non-Employee Directors and our Employee Stock Purchase Plan (ESPP).

Each of the active stock-based compensation arrangements is discussed below.

Stock options

The majority of our options are generally issued during the second quarter of the year. All stock options under the Stock Plan are granted at the fair market value of our common stock at the grant date. Employee stock options vest ratably over a three-year period and generally expire 10 years from the grant date. Compensation expense for stock options is generally recognized on a straight line basis over the entire vesting period. No further stock option grants are being made under the stock plans of acquired companies.

The following table represents our stock options activity during 2015.

	Number of Shares (in millions)	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (in millions)
Outstanding at January 1, 2015	17.4	$ 43.73		
Granted	4.3	43.49		
Exercised	(0.8)	30.81		
Forfeited/expired	(0.9)	49.88		
Outstanding at December 31, 2015	20.0	$ 43.90	7.1	$ 20
Exercisable at December 31, 2015	11.2	$ 39.95	5.8	$ 20

The total intrinsic value of options exercised was $9 million in 2015, $151 million in 2014, and $93 million in 2013. As of December 31, 2015, there was $88 million of unrecognized compensation cost, net of estimated forfeitures, related to nonvested stock options, which is expected to be recognized over a weighted average period of approximately two years.

Cash received from option exercises was $167 million during 2015, $332 million during 2014, and $277 million during 2013.

The fair value of options at the date of grant was estimated using the Black-Scholes option pricing model. The expected volatility of options granted was a blended rate based upon implied volatility calculated on actively traded options on our common stock and upon the historical volatility of our common stock. The expected term of options granted was based upon historical observation of actual time elapsed between date of grant and exercise of options for all employees. The assumptions and resulting fair values of options granted were as follows:

	Year Ended December 31		
	2015	2014	2013
Expected term (in years)	5.16	5.23	5.27
Expected volatility	39%	37%	40%
Expected dividend yield	1.51 - 1.85%	0.94 - 1.77%	0.94 - 1.33%
Risk-free interest rate	1.43 - 1.72%	1.57 - 1.86%	0.77 - 1.73%
Weighted average grant-date fair value per share	$13.47	$19.26	$14.34

Restricted stock

Restricted shares issued under the Stock Plan are restricted as to sale or disposition. These restrictions lapse periodically over an extended period of time not exceeding 10 years. Restrictions may also lapse for early retirement and other conditions in accordance with our established policies. Upon termination of employment, shares on which restrictions have not lapsed must be returned to us, resulting in restricted stock forfeitures. The fair market value of the stock on the date of grant is amortized and charged to income on a straight-line basis over the requisite service period for the entire award.

The following table represents our restricted stock awards and restricted stock units granted, vested, and forfeited during 2015.

	Number of Shares (in millions)	Weighted Average Grant-Date Fair Value per Share
Nonvested shares at January 1, 2015	16.1	$ 45.88
Granted	6.5	43.24
Vested	(4.8)	42.86
Forfeited	(1.3)	47.57
Nonvested shares at December 31, 2015	16.5	$ 45.59

The weighted average grant-date fair value of shares granted during 2014 was $58.21 and during 2013 was $42.93. The total fair value of shares vested during 2015 was $211 million, during 2014 was $278 million, and during 2013 was $208 million. As of December 31, 2015, there was $507 million of unrecognized compensation cost, net of estimated forfeitures, related to nonvested restricted stock, which is expected to be recognized over a weighted average period of three years.

Employee Stock Purchase Plan

Under the ESPP, eligible employees may have up to 10% of their earnings withheld, subject to some limitations, to be used to purchase shares of our common stock. The ESPP contains four three-month offering periods commencing on January 1, April 1, July 1, and October 1 of each year. The price at which common stock may be purchased under the ESPP is equal to 85% of the lower of the fair market value of the common stock on the commencement date or last trading day of each offering period. Under this plan, 74 million shares of common stock have been reserved for issuance. The stock to be offered may be authorized but unissued common shares or treasury shares. As of December 31, 2015, 40 million shares have been sold through the ESPP since the inception of the plan and 34 million shares are available for future issuance.

The fair value of ESPP shares was estimated using the Black-Scholes option pricing model. The expected volatility was a one-year historical volatility of our common stock. The assumptions and resulting fair values were as follows:

	Year Ended December 31		
	2015	2014	2013
Expected volatility	35%	23%	27%
Expected dividend yield	1.82%	1.07%	1.12%
Risk-free interest rate	0.01%	0.04%	0.06%
Weighted average grant-date fair value per share	$ 8.62	$ 11.80	$ 8.40

Note 13. Income per Share

Basic income or loss per share is based on the weighted average number of common shares outstanding during the period. Diluted income per share includes additional common shares that would have been outstanding if potential common shares with a dilutive effect had been issued. Antidilutive securities represent potentially dilutive securities which are excluded from the computation of diluted income or loss per share as their impact was antidilutive.

A reconciliation of the number of shares used for the basic and diluted income per share computations is as follows:

	Year Ended December 31		
Millions of shares	2015	2014	2013
Basic weighted average common shares outstanding	853	848	898
Dilutive effect of awards granted under our stock incentive plans	—	4	4
Diluted weighted average common shares outstanding	853	852	902
Antidilutive shares:			
Options with exercise price greater than the average market price	10	2	3
Options which ordinarily would be considered dilutive if not for being in net loss position	2	—	—
Total antidilutive shares	12	2	3

Note 14. Financial Instruments and Risk Management

At December 31, 2015, we held $96 million of investments in fixed income securities with maturities ranging from less than one year to January 2018, of which $63 million are classified as “Other current assets” and $33 million are classified as “Other assets” on our consolidated balance sheets. At December 31, 2014, we held $103 million of investments in fixed income securities, of which $56 million are classified as "Other current assets" and $47 million are classified as "Other assets" on our consolidated balance sheets.

These securities consist primarily of corporate bonds and other debt instruments, are accounted for as available-for-sale and recorded at fair value, and are classified as Level 2 assets. Level 2 asset fair values are based on quoted prices for identical assets in less active markets. We have no financial instruments measured at fair value based on quoted prices in active markets (Level 1) or unobservable inputs (Level 3). The carrying amount of cash and equivalents, receivables, and accounts payable, as reflected in the consolidated balance sheets, approximates fair value due to the short maturities of these instruments.

The carrying amount and fair value of our long-term debt is as follows:

	December 31, 2015				December 31, 2014			
Millions of dollars	Level 1	Level 2	Total fair value	Carrying value	Level 1	Level 2	Total fair value	Carrying value
Long-term debt	$ 1,009	$ 14,947	$ 15,956	$ 15,346	$ 4,822	$ 4,257	$ 9,079	$ 7,779

Our Level 1 debt fair values are calculated using quoted prices in active markets for identical liabilities with transactions occurring on the last two days of year-end. Our Level 2 debt fair values are calculated using significant observable inputs for similar liabilities where estimated values are determined from observable data points on our other bonds and on other similarly rated corporate debt or from observable data points of transactions occurring prior to two days from year-end and adjusting for changes in market conditions. Our total fair value and carrying value of debt increased in 2015 compared to 2014 associated with the $7.5 billion debt issuance in November 2015. Additionally, differences between the periods presented in our Level 1 and Level 2 classification of our long-term debt relate to the timing of when transactions are executed. We have no debt measured at fair value using unobservable inputs (Level 3).

We are exposed to market risk from changes in foreign currency exchange rates and interest rates. We selectively manage these exposures through the use of derivative instruments, including forward foreign exchange contracts, foreign exchange options, and interest rate swaps. The objective of our risk management strategy is to minimize the volatility from fluctuations in foreign currency and interest rates. We do not use derivative instruments for trading purposes. The fair value of our forward contracts, options, and interest rate swaps was not material as of December 31, 2015 or December 31, 2014. The counterparties to our derivatives are primarily global commercial and investment banks.

Foreign currency exchange risk

We have operations in many international locations and are involved in transactions denominated in currencies other than the United States dollar, our functional currency, which exposes us to foreign currency exchange rate risk. Techniques in managing foreign currency exchange risk include, but are not limited to, foreign currency borrowing and investing and the use of currency exchange instruments. We attempt to selectively manage significant exposures to potential foreign currency exchange losses based on current market conditions, future operating activities, and the associated cost in relation to the perceived risk of loss. The purpose of our foreign currency risk management activities is to minimize the risk that our cash flows from the sale and purchase of services and products in foreign currencies will be adversely affected by changes in exchange rates.

We use forward contracts and options to manage our exposure to fluctuations in the currencies of certain countries in which we do business internationally. These instruments are not treated as hedges for accounting purposes, generally have an expiration date of one year or less, and are not exchange traded. While these instruments are subject to fluctuations in value, the fluctuations are generally offset by the value of the underlying exposures being managed. The use of some of these instruments may limit our ability to benefit from favorable fluctuations in foreign currency exchange rates.

Derivatives are not utilized to manage exposures in some currencies due primarily to the lack of available markets or cost considerations (non-traded currencies). We attempt to manage our working capital position to minimize foreign currency exposure in non-traded currencies and recognize that pricing for the services and products offered in these countries should account for the cost of exchange rate devaluations. We have historically incurred transaction losses in non-traded currencies.

The notional amounts of open foreign exchange derivatives were $619 million at December 31, 2015 and $662 million at December 31, 2014. The notional amounts of these instruments do not generally represent amounts exchanged by the parties, and thus are not a measure of our exposure or of the cash requirements related to these contracts. As such, cash flows related to these contracts are typically not material. The amounts exchanged are calculated by reference to the notional amounts and by other terms of the contracts, such as exchange rates.

Interest rate risk

We are subject to interest rate risk on our existing long-term debt, debt potentially issued in the future, and some of our long-term investments in fixed income securities. Our short-term borrowings and short-term investments in fixed income securities do not give rise to significant interest rate risk due to their short-term nature. We had fixed rate long-term debt totaling $15.3 billion at December 31, 2015 and $7.8 billion at December 31, 2014, with $659 million maturing during 2016. We also had $33 million of long-term investments in fixed income securities at December 31, 2015 with maturities that extend through January 2018.

We maintain an interest rate management strategy that is intended to mitigate the exposure to changes in interest rates in the aggregate for our debt portfolio. We hold a series of interest rate swaps relating to three of our debt instruments with a total notional amount of $1.5 billion at a weighted-average, LIBOR-based, floating rate of 4.0% as of December 31, 2015. We utilize interest rate swaps to effectively convert a portion of our fixed rate debt to floating rates. These interest rate swaps, which expire when the underlying debt matures, are designated as fair value hedges of the underlying debt and are determined to be highly effective. The fair value of our interest rate swaps is included in “Other assets” in our consolidated balance sheets as of December 31, 2015 and December 31, 2014. The fair value of our interest rate swaps was determined using an income approach model with inputs, such as the notional amount, LIBOR rate spread, and settlement terms that are observable in the market or can be derived from or corroborated by observable data (Level 2). These derivative instruments are marked to market with gains and losses recognized currently in interest expense to offset the respective gains and losses recognized on changes in the fair value of the hedged debt. At December 31, 2015, we had fixed rate debt aggregating $13.8 billion and variable rate debt aggregating $1.5 billion, after taking into account the effects of the interest rate swaps.

Credit risk

Financial instruments that potentially subject us to concentrations of credit risk are primarily cash equivalents, investments in fixed income securities, and trade receivables. It is our practice to place our cash equivalents and investments in fixed income securities in high quality investments with various institutions. We derive the majority of our revenue from selling products and providing services to the energy industry. Within the energy industry, our trade receivables are generated from a broad and diverse group of customers. As of December 31, 2015, 26% of our gross trade receivables were in the United States and more than 10% were in Venezuela, compared to 39% in the United States and 9% in Venezuela at December 31, 2014. We maintain an allowance for losses based upon the expected collectability of all trade accounts receivable.

We do not have any significant concentrations of credit risk with any individual counterparty to our derivative contracts. We select counterparties to those contracts based on our belief that each counterparty’s profitability, balance sheet, and capacity for timely payment of financial commitments is unlikely to be materially adversely affected by foreseeable events.

Note 15. Retirement Plans

Our company and subsidiaries have various plans that cover a significant number of our employees. These plans include defined contribution plans, defined benefit plans, and other postretirement plans:

- our defined contribution plans provide retirement benefits in return for services rendered. These plans provide an individual account for each participant and have terms that specify how contributions to the participant’s account are to be determined rather than the amount of pension benefits the participant is to receive. Contributions to these plans are based on pretax income and/or discretionary amounts determined on an annual basis. Our expense for the defined contribution plans for continuing operations totaled $288 million in 2015, $347 million in 2014, and $313 million in 2013;
- our defined benefit plans, which include both funded and unfunded pension plans, define an amount of pension benefit to be provided, usually as a function of age, years of service, and/or compensation. The unfunded obligations and net periodic benefit cost of our United States defined benefit plans were not material for the periods presented; and
- our postretirement plans other than pensions are offered to specific eligible employees. The accumulated benefit obligations and net periodic benefit cost for these plans were not material for the periods presented.

Funded status

For our international pension plans, at December 31, 2015, the projected benefit obligation was $1.0 billion and the fair value of plan assets was $872 million, which resulted in an unfunded obligation of $174 million. At December 31, 2014, the projected benefit obligation was $1.2 billion and the fair value of plan assets was $891 million, which resulted in an unfunded obligation of $347 million. The accumulated benefit obligation for our international plans was $990 million at December 31, 2015 and $1.2 billion at December 31, 2014.

The following table presents additional information about our international pension plans.

Millions of dollars	December 31 2015	2014
Amounts recognized on the Consolidated Balance Sheets		
Accrued employee compensation and benefits	$ 20	$ 22
Employee compensation and benefits	155	325
Pension plans in which projected benefit obligation exceeded plan assets		
Projected benefit obligation	$ 1,042	$ 1,232
Fair value of plan assets	867	884
Pension plans in which accumulated benefit obligation exceeded plan assets		
Accumulated benefit obligation	$ 964	$ 1,120
Fair value of plan assets	846	860

Fair value measurements of plan assets

Our Level 1 plan asset fair values are based on quoted prices in active markets for identical assets, our Level 2 plan asset fair values are based on significant observable inputs for similar assets, and our Level 3 plan asset fair values are based on significant unobservable inputs.

The following table sets forth by level within the fair value hierarchy the fair value of assets held by our international pension plans.

Millions of dollars	Level 1	Level 2	Level 3	Total
Cash and equivalents	$ —	$ 46	$ —	$ 46
Common/collective trust funds				
Equity funds (a)	—	209	—	209
Bond funds (b)	—	212	38	250
Alternatives funds (c)	—	42	46	88
Real estate funds (d)	—	231	—	231
Other assets	2	19	27	48
Fair value of plan assets at December 31, 2015	$ 2	$ 759	$ 111	$ 872
Common/collective trust funds				
Equity funds (a)	$ —	$ 320	$ —	$ 320
Bond funds (b)	—	197	70	267
Alternatives fund (c)	—	148	—	148
Real estate funds (d)	—	86	—	86
Other assets	6	33	31	70
Fair value of plan assets at December 31, 2014	$ 6	$ 784	$ 101	$ 891

(a) Strategy is to invest in diversified funds of global common stocks.
(b) Strategy is to invest in diversified funds of fixed income securities of varying geographies and credit quality and whose cash flows approximate the maturities of the benefit obligation.
(c) Strategy is to invest in a fund of diversifying investments, including but not limited to reinsurance, commodities, and currencies.
(d) Strategy is to invest in diversified funds of real estate investment trusts and private real estate.

Common/collective trust funds are valued at the net asset value of units held by the plans at year-end. Our investment strategy varies by country depending on the circumstances of the underlying plan. Risk management practices include diversification by issuer, industry, and geography, as well as the use of multiple asset classes and investment managers within each asset class. For our United Kingdom pension plan, which constituted 81% of our international pension plans' projected benefit obligation at December 31, 2015 and is no longer accruing service benefits, we implemented an investment strategy in 2014 that aims to achieve full funding of the benefit obligation, with the plan's assets increasingly composed of investments whose cash flows match the maturities of the obligation.

Net periodic benefit cost

Net periodic benefit cost for our international pension plans was $42 million in 2015, which included $9 million of net curtailment and settlement cost arising from reductions in workforce during the year. Net periodic benefit cost for our international pension plans was $36 million in 2014, and $32 million in 2013.

Actuarial assumptions

Certain weighted-average actuarial assumptions used to determine benefit obligations of our international pension plans at December 31 were as follows:

	2015	2014
Discount rate	4.2%	4.1%
Rate of compensation increase	5.4%	5.3%

Certain weighted-average actuarial assumptions used to determine net periodic benefit cost of our international pension plans for the years ended December 31 were as follows:

	2015	2014	2013
Discount rate	4.1%	4.8%	4.8%
Expected long-term return on plan assets	5.9%	6.4%	6.4%
Rate of compensation increase	5.3%	5.4%	5.5%

Assumed long-term rates of return on plan assets, discount rates for estimating benefit obligations, and rates of compensation increases vary by plan according to local economic conditions. Discount rates were determined based on the prevailing market rates of a portfolio of high-quality debt instruments with maturities matching the expected timing of the payment of the benefit obligations. Expected long-term rates of return on plan assets were determined based upon an evaluation of our plan assets and historical trends and experience, taking into account current and expected market conditions.

Other information

Contributions. Funding requirements for each plan are determined based on the local laws of the country where such plan resides. In certain countries the funding requirements are mandatory, while in other countries they are discretionary. We currently expect to contribute $14 million to our international pension plans in 2016.

Benefit payments. The following table presents expected benefit payments over the next 10 years for our international pension plans.

Millions of dollars		
2016	$	51
2017		37
2018		39
2019		44
2020		44
Years 2021 - 2025		280

Note 16. New Accounting Pronouncements

<u>Standards adopted in 2015</u>

Discontinued Operations

On January 1, 2015, we adopted an accounting standards update issued by the FASB related to discontinued operations, which added criteria providing that only those disposals of a component of an entity or a group of components of an entity that represent a strategic shift in operations should be presented as discontinued operations. The update allows an entity to present a disposal as discontinued operations even when it has continuing cash flows and significant continuing involvement with the disposed component. The update also requires expanded disclosures for discontinued operations and individually significant components of an entity that does not qualify for discontinued operations reporting. The adoption of this update did not impact our consolidated financial statements. This update may have a material impact on our consolidated financial statements in connection with the anticipated divestitures related to the pending acquisition of Baker Hughes. Because we will continue operating similar businesses of Baker Hughes after the acquisition, the disposition of the Halliburton businesses discussed in Note 2 does not represent a strategic shift in our business. Accordingly, these businesses anticipated to be divested will not be presented as discontinued operations.

Debt Issuance Costs

In April 2015, the FASB issued an accounting standards update to simplify the presentation of debt issuance costs. The update requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts, as opposed to current presentation of an asset on the balance sheet. This update is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years, and may be adopted earlier on a voluntary basis. We adopted this update in the fourth quarter of 2015 upon execution of our debt financing for the pending Baker Hughes acquisition. We applied the change retrospectively to January 1, 2014 for prior period balances of unamortized debt issuance costs, resulting in a $75 million reduction in other assets and long-term debt on our consolidated balance sheet as of December 31, 2014. See Note 2 for further information about the pending acquisition and Note 8 for information about our debt issuance in the fourth quarter of 2015.

Deferred Income Taxes

In November 2015, the FASB issued an accounting standards update to simplify income tax accounting. The update requires that all deferred tax assets and liabilities be classified as noncurrent on the balance sheet instead of separating deferred taxes into current and noncurrent amounts. This update is effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years, and may be adopted earlier on a voluntary basis. We adopted this update as of December 31, 2015 and applied the change retrospectively to January 1, 2014 for prior period balances of deferred tax assets and liabilities, resulting in a $421 million reduction in total current assets and corresponding increase in other assets, along with a $17 million reduction in total current liabilities and corresponding increase in other liabilities on our consolidated balance sheet as of December 31, 2014.

<u>Standards not yet adopted</u>

Revenue Recognition

In May 2014, the Financial Accounting Standards Board (FASB) and the International Accounting Standards Board (IASB) issued a comprehensive new revenue recognition standard that will supersede existing revenue recognition guidance under United States generally accepted accounting principles (U.S. GAAP) and International Financial Reporting Standards (IFRS). The issuance of this guidance completes the joint effort by the FASB and the IASB to improve financial reporting by creating common revenue recognition guidance for U.S. GAAP and IFRS.

The core principle of the new guidance is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The standard creates a five-step model that requires companies to exercise judgment when considering the terms of a contract and all relevant facts and circumstances. The standard allows for several transition methods: (a) a full retrospective adoption in which the standard is applied to all of the periods presented, or (b) a modified retrospective adoption in which the standard is applied only to the most current period presented in the financial statements, including additional disclosures of the standard’s application impact to individual financial statement line items.

In August 2015, the FASB issued an accounting standards update for a one-year deferral of the revenue recognition standard's effective date for all entities, which changed the effectiveness to annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. We are currently evaluating this standard and our existing revenue recognition policies to determine which contracts in the scope of the guidance will be affected by the new requirements and what impact they would have on our consolidated financial statements upon adoption. We have not yet determined which transition method we will utilize upon adoption on the effective date.

Consolidation

In February 2015, the FASB issued an accounting standards update related to the consolidation analysis, which amends the guidelines for determining whether certain legal entities should be consolidated. This update eliminates the presumption that a general partner should consolidate a limited partnership and modifies the evaluation of whether limited partnerships are variable interest entities or voting interest entities. This update is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. We do not expect the adoption of this update to have a material impact on our consolidated financial statements.

Inventory

In July 2015, the FASB issued an accounting standards update to simplify the measurement of inventory, which requires inventory measured using the first in, first out (FIFO) or average cost methods to be subsequently measured at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable cost of completion, disposal, and transportation. Currently, these inventory methods are required to be subsequently measured at the lower of cost or market. Market could be replacement cost, net realizable value, or net realizable value less an approximately normal profit margin. This update will be effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years, and will be applied prospectively. Early adoption is permitted. We are currently evaluating the impact that this update will have on our consolidated financial statements.

Business Combinations

In September 2015, the FASB issued an accounting standards update to simplify the accounting for measurement-period adjustments for an acquirer in a business combination. The update will require an acquirer to recognize any adjustments to provisional amounts of the initial accounting for a business combination with a corresponding adjustment to goodwill in the reporting period in which the adjustments are determined in the measurement period, as opposed to revising prior periods presented in financial statements. Thus, an acquirer shall adjust its financial statements as needed, including recognizing in its current-period earnings the full effect of changes in depreciation, amortization, or other income effects, by line item, if any, as a result of the change to the provisional amounts calculated as if the accounting had been completed at the acquisition date. This update is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. This update may have a material impact on our consolidated financial statements subsequent to the pending acquisition of Baker Hughes for any measurement-period adjustments after the initial accounting period. See Note 2 for further information about the pending acquisition.

HALLIBURTON COMPANY
Selected Financial Data
(Unaudited)

	Year ended December 31				
Millions of dollars except per share	2015	2014	2013	2012	2011
Revenue	$ 23,633	$ 32,870	$ 29,402	$ 28,503	$ 24,829
Operating income (loss)	(165)	5,097	3,138	4,159	4,737
Income (loss) from continuing operations	(662)	3,437	2,116	2,587	3,010
Basic income (loss) per share from continuing operations	(0.78)	4.05	2.35	2.78	3.27
Diluted income (loss) per share from continuing operations	(0.78)	4.03	2.33	2.78	3.26
Cash dividends per share	0.72	0.63	0.525	0.36	0.36
Net working capital	16,250	8,781	8,678	8,334	7,456
Total assets	36,942	32,165	29,223	27,410	23,677
Long-term debt (including current maturities)	15,346	7,779	7,816	4,820	4,820
Total shareholders' equity	15,495	16,298	13,615	15,790	13,216
Capital expenditures	2,184	3,283	2,934	3,566	2,953

HALLIBURTON COMPANY
Quarterly Data and Market Price Information
(Unaudited)

Millions of dollars except per share data	Quarter First	Quarter Second	Quarter Third	Quarter Fourth	Year
2015					
Revenue	$ 7,050	$ 5,919	$ 5,582	$ 5,082	$ 23,633
Operating income (loss)	(548)	254	43	86	(165)
Net income (loss)	(641)	53	(53)	(26)	(667)
Amounts attributable to company shareholders:					
Income (loss) from continuing operations	(639)	55	(54)	(28)	(666)
Income (loss) from discontinued operations	(4)	(1)	—	—	(5)
Net income (loss) attributable to company	(643)	54	(54)	(28)	(671)
Basic income per share attributable to company shareholders:					
Income (loss) from continuing operations	(0.75)	0.06	(0.06)	(0.03)	(0.78)
Income (loss) from discontinued operations	(0.01)	—	—	—	(0.01)
Net income (loss)	(0.76)	0.06	(0.06)	(0.03)	(0.79)
Diluted income per share attributable to company shareholders:					
Income (loss) from continuing operations	(0.75)	0.06	(0.06)	(0.03)	(0.78)
Income (loss) from discontinued operations	(0.01)	—	—	—	(0.01)
Net income (loss)	(0.76)	0.06	(0.06)	(0.03)	(0.79)
Cash dividends paid per share	0.18	0.18	0.18	0.18	0.72
Common stock prices (1)					
High	44.92	50.20	43.71	41.28	50.20
Low	37.27	42.46	30.93	32.13	30.93
2014					
Revenue	$ 7,348	$ 8,051	$ 8,701	$ 8,770	$ 32,870
Operating income	970	1,194	1,634	1,299	5,097
Net income	616	775	1,205	905	3,501
Amounts attributable to company shareholders:					
Income from continuing operations	623	776	1,137	900	3,436
Income (loss) from discontinued operations	(1)	(2)	66	1	64
Net income attributable to company	622	774	1,203	901	3,500
Basic income per share attributable to company shareholders:					
Income from continuing operations	0.73	0.92	1.34	1.06	4.05
Income from discontinued operations	—	—	0.08	—	0.08
Net income	0.73	0.92	1.42	1.06	4.13
Diluted income per share attributable to company shareholders:					
Income from continuing operations	0.73	0.91	1.33	1.06	4.03
Income from discontinued operations	—	—	0.08	—	0.08
Net income	0.73	0.91	1.41	1.06	4.11
Cash dividends paid per share	0.15	0.15	0.15	0.18	0.63
Common stock prices (1)					
High	59.99	71.26	74.33	64.88	74.33
Low	47.60	57.13	63.06	37.21	37.21

Note: Results include an aggregate of $2.2 billion in impairments and other charges during 2015. See Note 3 for further information.

(1) New York Stock Exchange – composite transactions high and low intraday price.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance.

The information required for the directors of the Registrant is incorporated by reference to the Halliburton Company Proxy Statement for our 2016 Annual Meeting of Stockholders (File No. 001-03492) under the captions “Election of Directors” and “Involvement in Certain Legal Proceedings.” The information required for the executive officers of the Registrant is included under Part I on pages 4 through 5 of this annual report. The information required for a delinquent form required under Section 16(a) of the Securities Exchange Act of 1934 is incorporated by reference to the Halliburton Company Proxy Statement for our 2016 Annual Meeting of Stockholders (File No. 001-03492) under the caption “Section 16(a) Beneficial Ownership Reporting Compliance,” to the extent any disclosure is required. The information for our code of ethics is incorporated by reference to the Halliburton Company Proxy Statement for our 2016 Annual Meeting of Stockholders (File No. 001-03492) under the caption “Corporate Governance.” The information regarding our Audit Committee and the independence of its members, along with information about the audit committee financial expert(s) serving on the Audit Committee, is incorporated by reference to the Halliburton Company Proxy Statement for our 2016 Annual Meeting of Stockholders (File No. 001-03492) under the caption “The Board of Directors and Standing Committees of Directors.”

Item 11. Executive Compensation.

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2016 Annual Meeting of Stockholders (File No. 001-03492) under the captions “Compensation Discussion and Analysis,” “Compensation Committee Report,” “Summary Compensation Table,” “Grants of Plan-Based Awards in Fiscal 2015,” “Outstanding Equity Awards at Fiscal Year End 2015,” “2015 Option Exercises and Stock Vested,” “2015 Nonqualified Deferred Compensation,” “Employment Contracts and Change-in-Control Arrangements,” “Post-Termination or Change-in-Control Payments,” “Equity Compensation Plan Information,” and “Directors’ Compensation.”

Item 12(a). Security Ownership of Certain Beneficial Owners.

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2016 Annual Meeting of Stockholders (File No. 001-03492) under the caption “Stock Ownership of Certain Beneficial Owners and Management.”

Item 12(b). Security Ownership of Management.

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2016 Annual Meeting of Stockholders (File No. 001-03492) under the caption “Stock Ownership of Certain Beneficial Owners and Management.”

Item 12(c). Changes in Control.

Not applicable.

Item 12(d). Securities Authorized for Issuance Under Equity Compensation Plans.

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2016 Annual Meeting of Stockholders (File No. 001-03492) under the caption “Equity Compensation Plan Information.”

Item 13. Certain Relationships and Related Transactions, and Director Independence.

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2016 Annual Meeting of Stockholders (File No. 001-03492) under the caption “Corporate Governance” to the extent any disclosure is required and under the caption “The Board of Directors and Standing Committees of Directors.”

Item 14. Principal Accounting Fees and Services.

This information is incorporated by reference to the Halliburton Company Proxy Statement for our 2016 Annual Meeting of Stockholders (File No. 001-03492) under the caption “Fees Paid to KPMG LLP.”

PART IV

Item 15. Exhibits.

1. Financial Statements:

   The reports of the Independent Registered Public Accounting Firm and the financial statements of Halliburton Company as required by Part II, Item 8, are included on pages 43 and 44 and pages 45 through 75 of this annual report. See index on page (i).

2. Financial Statement Schedules:

   The schedules listed in Rule 5-04 of Regulation S-X (17 CFR 210.5-04) have been omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

3. Exhibits:

Exhibit Number	Exhibits
2.1	Agreement and Plan of Merger, dated as of November 16, 2014, among Halliburton Company, Red Tiger LLC and Baker Hughes Incorporated (incorporated by reference to Exhibit 2.1 to Halliburton's Form 8-K filed November 18, 2014, File No. 001-03492).
3.1	Restated Certificate of Incorporation of Halliburton Company filed with the Secretary of State of Delaware on May 30, 2006 (incorporated by reference to Exhibit 3.1 to Halliburton's Form 8-K filed June 5, 2006, File No. 001-03492).
3.2	By-laws of Halliburton Company revised effective February 12, 2014 (incorporated by reference to Exhibit 3.1 to Halliburton's Form 8-K filed February 18, 2014, File No. 001-03492).
4.1	Form of debt security of 8.75% Debentures due February 12, 2021 (incorporated by reference to Exhibit 4(a) to the Form 8-K of Halliburton Company, now known as Halliburton Energy Services, Inc. (the Predecessor), dated as of February 20, 1991, File No. 001-03492).
4.2	Senior Indenture dated as of January 2, 1991 between the Predecessor and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), as Trustee (incorporated by reference to Exhibit 4(b) to the Predecessor's Registration Statement on Form S-3 (Registration No. 33-38394) originally filed with the Securities and Exchange Commission on December 21, 1990), as supplemented and amended by the First Supplemental Indenture dated as of December 12, 1996 among the Predecessor, Halliburton and the Trustee (incorporated by reference to Exhibit 4.1 of Halliburton's Registration Statement on Form 8-B dated December 12, 1996, File No. 001-03492).
4.3	Resolutions of the Predecessor's Board of Directors adopted at a meeting held on February 11, 1991 and of the special pricing committee of the Board of Directors of the Predecessor adopted at a meeting held on February 11, 1991 and the special pricing committee's consent in lieu of meeting dated February 12, 1991 (incorporated by reference to Exhibit 4(c) to the Predecessor's Form 8-K dated as of February 20, 1991, File No. 001-03492).
4.4	Second Senior Indenture dated as of December 1, 1996 between the Predecessor and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), as Trustee, as supplemented and amended by the First Supplemental Indenture dated as of December 5, 1996 between the Predecessor and the Trustee and the Second Supplemental Indenture dated as of December 12, 1996 among the Predecessor, Halliburton and the Trustee (incorporated by reference to Exhibit 4.2 of Halliburton's Registration Statement on Form 8-B dated December 12, 1996, File No. 001-03492).

4.5	Third Supplemental Indenture dated as of August 1, 1997 between Halliburton and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), as Trustee, to the Second Senior Indenture dated as of December 1, 1996 (incorporated by reference to Exhibit 4.7 to Halliburton's Form 10-K for the year ended December 31, 1998, File No. 001-03492).
4.6	Fourth Supplemental Indenture dated as of September 29, 1998 between Halliburton and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), as Trustee, to the Second Senior Indenture dated as of December 1, 1996 (incorporated by reference to Exhibit 4.8 to Halliburton's Form 10-K for the year ended December 31, 1998, File No. 001-03492).
4.7	Resolutions of Halliburton's Board of Directors adopted by unanimous consent dated December 5, 1996 (incorporated by reference to Exhibit 4(g) of Halliburton's Form 10-K for the year ended December 31, 1996, File No. 001-03492).
4.8	Form of debt security of 6.75% Notes due February 1, 2027 (incorporated by reference to Exhibit 4.1 to Halliburton's Form 8-K dated as of February 11, 1997, File No. 001-03492).
4.9	Copies of instruments that define the rights of holders of miscellaneous long-term notes of Halliburton Company and its subsidiaries have not been filed with the Commission. Halliburton Company agrees to furnish copies of these instruments upon request.
4.10	Form of debt security of 7.53% Notes due May 12, 2017 (incorporated by reference to Exhibit 4.4 to Halliburton's Form 10-Q for the quarter ended March 31, 1997, File No. 001-03492).
4.11	Form of Indenture dated as of April 18, 1996 between Dresser and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), as Trustee (incorporated by reference to Exhibit 4 to Dresser's Registration Statement on Form S-3/A filed on April 19, 1996, Registration No. 333-01303), as supplemented and amended by Form of First Supplemental Indenture dated as of August 6, 1996 between Dresser and The Bank of New York Trust Company, N.A. (as successor to Texas Commerce Bank National Association), Trustee, for 7.60% Debentures due 2096 (incorporated by reference to Exhibit 4.1 to Dresser's Form 8-K filed on August 9, 1996, File No. 1-4003).
4.12	Second Supplemental Indenture dated as of October 27, 2003 between DII Industries, LLC and The Bank of New York Trust Company, N.A. (as successor to JPMorgan Chase Bank), as Trustee, to the Indenture dated as of April 18, 1996 (incorporated by reference to Exhibit 4.15 to Halliburton's Form 10-K for the year ended December 31, 2003, File No. 001-03492).
4.13	Third Supplemental Indenture dated as of December 12, 2003 among DII Industries, LLC, Halliburton Company and The Bank of New York Trust Company, N.A. (as successor to JPMorgan Chase Bank), as Trustee, to the Indenture dated as of April 18, 1996, (incorporated by reference to Exhibit 4.16 to Halliburton's Form 10-K for the year ended December 31, 2003, File No. 001-03492).
4.14	Indenture dated as of October 17, 2003 between Halliburton Company and The Bank of New York Trust Company, N.A. (as successor to JPMorgan Chase Bank), as Trustee (incorporated by reference to Exhibit 4.1 to Halliburton's Form 10-Q for the quarter ended September 30, 2003, File No. 001-03492).
4.15	Second Supplemental Indenture dated as of December 15, 2003 between Halliburton Company and The Bank of New York Trust Company, N.A. (as successor to JPMorgan Chase Bank), as Trustee, to the Senior Indenture dated as of October 17, 2003 (incorporated by reference to Exhibit 4.27 to Halliburton's Form 10-K for the year ended December 31, 2003, File No. 001-03492).
4.16	Form of note of 7.6% debentures due 2096 (included as Exhibit A to Exhibit 4.15 above).

4.17 Fourth Supplemental Indenture, dated as of September 12, 2008, between Halliburton Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee to JPMorgan Chase Bank, to the Senior Indenture dated as of October 17, 2003 (incorporated by reference to Exhibit 4.2 to Halliburton's Form 8-K filed September 12, 2008, File No. 001-03492).

4.18 Form of Global Note for Halliburton's 5.90% Senior Notes due 2018 (included as part of Exhibit 4.17).

4.19 Form of Global Note for Halliburton's 6.70% Senior Notes due 2038 (included as part of Exhibit 4.17).

4.20 Fifth Supplemental Indenture, dated as of March 13, 2009, between Halliburton Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee to JPMorgan Chase Bank, to the Senior Indenture dated as of October 17, 2003 (incorporated by reference to Exhibit 4.2 to Halliburton's Form 8-K filed March 13, 2009, File No. 001-03492).

4.21 Form of Global Note for Halliburton's 6.15% Senior Notes due 2019 (included as part of Exhibit 4.20).

4.22 Form of Global Note for Halliburton's 7.45% Senior Notes due 2039 (included as part of Exhibit 4.20).

4.23 Sixth Supplemental Indenture, dated as of November 14, 2011, between Halliburton Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee to JPMorgan Chase Bank, to the Senior Indenture dated as of October 17, 2003 (incorporated by reference to Exhibit 4.2 to Halliburton's Form 8-K filed November 14, 2011, File No. 001-03492).

4.24 Form of Global Note for Halliburton's 3.25% Senior Notes due 2021 (included as part of Exhibit 4.23).

4.25 Form of Global Note for Halliburton's 4.50% Senior Notes due 2041 (included as part of Exhibit 4.23).

4.26 Seventh Supplemental Indenture, dated as of August 5, 2013, between Halliburton Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee to JPMorgan Chase Bank (incorporated by reference to Exhibit 4.2 of Halliburton's Form 8-K filed August 5, 2013, File No. 001-03492).

4.27 Form of Global Note for Halliburton's 1.00% Senior Notes due 2016 (included as part of Exhibit 4.26).

4.28 Form of Global Note for Halliburton's 2.00% Senior Notes due 2018 (included as part of Exhibit 4.26).

4.29 Form of Global Note for Halliburton's 3.50% Senior Notes due 2023 (included as part of Exhibit 4.26).

4.30 Form of Global Note for Halliburton's 4.75% Senior Notes due 2043 (included as part of Exhibit 4.26).

4.31 Eighth Supplemental Indenture, dated as of November 13, 2015, between Halliburton Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee to JPMorgan Chase Bank (incorporated by reference to Exhibit 4.2 to Halliburton's Form 8-K filed November 13, 2015, File No. 001-03492).

4.32 Form of Global Note for Halliburton's 2.700% Senior Notes due 2020 (included as part of Exhibit 4.31).

4.33 Form of Global Note for Halliburton's 3.375% Senior Notes due 2022 (included as part of Exhibit 4.31).

4.34 Form of Global Note for Halliburton's 3.800% Senior Notes due 2025 (included as part of Exhibit 4.31).

	4.35	Form of Global Note for Halliburton’s 4.850% Senior Notes due 2035 (included as part of Exhibit 4.31).
	4.36	Form of Global Note for Halliburton’s 5.000% Senior Notes due 2045 (included as part of Exhibit 4.31).
†	10.1	Halliburton Company Restricted Stock Plan for Non-Employee Directors (incorporated by reference to Appendix B of the Predecessor’s proxy statement dated March 23, 1993, File No. 001-03492).
†	10.2	Dresser Industries, Inc. Deferred Compensation Plan, as amended and restated effective January 1, 2000 (incorporated by reference to Exhibit 10.16 to Halliburton’s Form 10-K for the year ended December 31, 2000, File No. 001-03492).
†	10.3	ERISA Excess Benefit Plan for Dresser Industries, Inc., as amended and restated effective June 1, 1995 (incorporated by reference to Exhibit 10.7 to Dresser’s Form 10-K for the year ended October 31, 1995, File No. 1-4003).
†	10.4	Employment Agreement (David J. Lesar) (incorporated by reference to Exhibit 10(n) to the Predecessor’s Form 10-K for the year ended December 31, 1995, File No. 001-03492).
†	10.5	Employment Agreement (Mark A. McCollum) (incorporated by reference to Exhibit 10.1 to Halliburton’s Form 10-Q for the quarter ended September 30, 2003, File No. 001-03492).
†	10.6	Halliburton Company Performance Unit Program (incorporated by reference to Exhibit 10.2 to Halliburton’s Form 10-Q for the quarter ended September 30, 2001, File No. 001-03492).
	10.7	Form of Indemnification Agreement for Officers (incorporated by reference to Exhibit 10.1 to Halliburton’s Form 8-K filed August 3, 2007, File No. 001-03492).
	10.8	Form of Indemnification Agreement for Directors (incorporated by reference to Exhibit 10.2 to Halliburton’s Form 8-K filed August 3, 2007, File No. 001-03492).
	10.9	Form of Indemnification Agreement for Officers (first elected after January 1, 2013) (incorporated by reference to Exhibit 10.2 to Halliburton's Form 10-Q for the quarter ended March 31, 2013, File No. 001-03492).
	10.10	Form of Indemnification Agreement for Directors (first elected after January 1, 2013) (incorporated by reference to Exhibit 10.1 of Halliburton’s Form 8-K filed March 22, 2013, File No. 001-03492).
†	10.11	2008 Halliburton Elective Deferral Plan, as amended and restated effective January 1, 2008 (incorporated by reference to Exhibit 10.3 to Halliburton’s Form 10-Q for the quarter ended September 30, 2007, File No. 001-03492).
†	10.12	Halliburton Company Supplemental Executive Retirement Plan, as amended and restated effective January 1, 2008 (incorporated by reference to Exhibit 10.4 to Halliburton’s Form 10-Q for the quarter ended September 30, 2007, File No. 001-03492).
†	10.13	Halliburton Company Benefit Restoration Plan, as amended and restated effective January 1, 2008 (incorporated by reference to Exhibit 10.5 to Halliburton’s Form 10-Q for the quarter ended September 30, 2007, File No. 001-03492).
†	10.14	Halliburton Company Pension Equalizer Plan, as amended and restated effective March 1, 2007 (incorporated by reference to Exhibit 10.8 to Halliburton’s Form 10-Q for the quarter ended September 30, 2007, File No. 001-03492).

†	10.15	Halliburton Company Directors' Deferred Compensation Plan, as amended and restated effective as of May 16, 2012 (incorporated by reference to Exhibit 10.5 to Halliburton's Form 10-Q for the quarter ended June 30, 2012, File No. 001-03492).
†	10.16	Retirement Plan for the Directors of Halliburton Company, as amended and restated effective July 1, 2007 (incorporated by reference to Exhibit 10.10 to Halliburton’s Form 10-Q for the quarter ended September 30, 2007, File No. 001-03492).
†	10.17	Employment Agreement (James S. Brown) (incorporated by reference to Exhibit 10.36 to Halliburton’s Form 10-K for the year ended December 31, 2007, File No. 001-03492).
†	10.18	Executive Agreement (Lawrence J. Pope) (incorporated by reference to Exhibit 10.1 to Halliburton’s Form 8-K filed December 12, 2008, File No. 001-03492).
†	10.19	Halliburton Company Stock and Incentive Plan, as amended and restated effective February 24, 2015 (incorporated by reference to Appendix B of Halliburton's proxy statement filed April 7, 2015, File No. 001-03492).
†	10.20	Halliburton Company Employee Stock Purchase Plan, as amended and restated effective February 24, 2015 (incorporated by reference to Appendix C of Halliburton’s proxy statement filed April 7, 2015, File No. 001-03492).
†	10.21	Form of Nonstatutory Stock Option Agreement (incorporated by reference as Exhibit 99.2 of Halliburton’s Form S-8 filed July 24, 2015, Registration No. 333-205842).
†	10.22	Form of Restricted Stock Agreement (incorporated by reference as Exhibit 99.3 of Halliburton’s Form S-8 filed July 24, 2015, Registration No. 333-205842).
†	10.23	Form of Restricted Stock Unit Agreement (incorporated by reference as Exhibit 99.4 of Halliburton’s Form S-8 filed July 24, 2015, Registration No. 333-205842).
†	10.24	Form of Non-Employee Director Restricted Stock Unit Agreement (Director Plan) (incorporated by reference as Exhibit 99.8 of Halliburton’s Form S-8 filed July 24, 2015, Registration No. 333-205842).
†	10.25	First Amendment to Halliburton Company Supplemental Executive Retirement Plan, as amended and restated effective January 1, 2008 (incorporated by reference to Exhibit 10.1 to Halliburton’s Form 8-K filed September 21, 2009, File No. 001-03492).
†	10.26	Amendment No. 1 to Halliburton Company Benefit Restoration Plan, as amended and restated effective January 1, 2008 (incorporated by reference to Exhibit 10.2 to Halliburton’s Form 8-K filed September 21, 2009, File No. 001-03492).
†	10.27	Halliburton Annual Performance Pay Plan, as amended and restated effective January 1, 2010 (incorporated by reference to Exhibit 10.3 to Halliburton’s Form 8-K filed September 21, 2009, File No. 001-03492).
†	10.28	Amendment to Executive Employment Agreement (James S. Brown) (incorporated by reference to Exhibit 10.39 to Halliburton’s Form 10-K for the year ended December 31, 2008, File No. 001-03492).
†	10.29	Amendment to Executive Employment Agreement (Mark A. McCollum) (incorporated by reference to Exhibit 10.43 to Halliburton’s Form 10-K for the year ended December 31, 2008, File No. 001-03492).

† 10.30		Amendment No. 1 to 2008 Halliburton Elective Deferral Plan, as amended and restated effective January 1, 2008 (incorporated by reference to Exhibit 10.41 to Halliburton's Form 10-K for the year ended December 31, 2010, File No. 001-03492).
† 10.31		Executive Agreement (Joe D. Rainey) (incorporated by reference to Exhibit 10.43 to Halliburton's Form 10-K for the year ended December 31, 2010, File No. 001-03492).
10.32		U.S. $4,500,000,000 Five Year Revolving Credit Agreement among Halliburton Company, as Borrower, the Banks party thereto, and Citibank, N.A., as Agent, effective July 21, 2015 (incorporated by reference to Exhibit 10.1 to Halliburton's Form 10-Q for the quarter ended June 30, 2015, File No. 001-03492).
† 10.33		First Amendment to the Retirement Plan for the Directors of Halliburton Company, effective September 1, 2007 (incorporated by reference to Exhibit 10.3 to Halliburton's Form 10-Q for the quarter ended March 31, 2011, File No. 001-03492).
† 10.34		Executive Agreement (Christian A. Garcia) (incorporated by reference to Exhibit 10.40 to Halliburton's Form 10-K for the year ended December 31, 2011, File No. 001-03492).
† 10.35		First Amendment to Halliburton Company Restricted Stock Plan for Non-Employee Directors (incorporated by reference to Exhibit 10.41 to Halliburton's Form 10-K for the year ended December 31, 2011, File No. 001-03492).
† 10.36		Form of Restricted Stock Agreement (Section 16 officers) (incorporated by reference to Exhibit 10.42 to Halliburton's Form 10-K for the year ended December 31, 2011, File No. 001-03492).
† 10.37		Form of Non-Employee Director Restricted Stock Unit Agreement (Stock and Incentive Plan) (incorporated by reference as Exhibit 99.9 of Halliburton's Form S-8 filed July 24, 2015, Registration No. 333-205842).
† 10.38		Second Amendment to Restricted Stock Plan for Non-Employee Directors of Halliburton Company (incorporated by reference to Exhibit 10.4 to Halliburton's Form 10-Q for the quarter ended June 30, 2012, File No. 001-03492).
† 10.39		Third Amendment to Restricted Stock Plan for Non-Employee Directors of Halliburton Company effective December 1, 2012 (incorporated by reference to Exhibit 10.44 to Halliburton's Form 10-K for the year ended December 31, 2012, File No. 001-03492).
† 10.40		First Amendment dated December 1, 2012 to Halliburton Company Directors' Deferred Compensation Plan, as amended and restated effective May 16, 2012 (incorporated by reference to Exhibit 10.45 to Halliburton's Form 10-K for the year ended December 31, 2012, File No. 001-03492).
† 10.41		Executive Agreement (Jeffrey A. Miller) (incorporated by reference to Exhibit 10.1 to Halliburton's Form 8-K filed September 21, 2012, File No. 001-03492).
† 10.42		Executive Agreement (Myrtle L. Jones) (incorporated by reference to Exhibit 10.1 to Halliburton's Form 10-Q for the quarter ended March 31, 2013, File No. 001-03492).
† 10.43		Executive Agreement (Robb L. Voyles) (incorporated by reference to Exhibit 10.48 to Halliburton's Form 10-K filed February 7, 2014, File No. 001-03492).
† 10.44		Executive Agreement (Timothy McKeon) (incorporated by reference to Exhibit 10.49 to Halliburton's Form 10-K filed February 7, 2014, File No. 001-03492).
† 10.45		Executive Agreement (Charles E. Geer, Jr.) (incorporated by reference to Exhibit 10.2 to Halliburton's Form 8-K filed December 9, 2014, File No. 001-03492).

	10.46	HESI Punitive Damages and Assigned Claims Settlement Agreement dated September 2, 2014, entered into between Halliburton Company and Halliburton Energy Services, Inc. and counsel for The Plaintiffs Steering Committee in MDL 2179 and the Deepwater Horizon Economic and Property Damages Settlement Class (incorporated by reference to Exhibit 10.1 to Halliburton's Form 10-Q for the quarter ended September 30, 2014, File No. 001-03492).
†	10.47	Form of Non-Employee Director Restricted Stock Agreement (Directors Plan) (incorporated by reference as Exhibit 99.5 of Halliburton's Form S-8 filed May 21, 2009, Registration No. 333-159394).
†	10.48	Form of Non-Employee Director Restricted Stock Agreement (Stock and Incentive Plan) (incorporated by reference to Exhibit 10.43 to Halliburton's Form 10-K for the year ended December 31, 2011, Registration No. 001-03492).
*	12.1	Statement of Computation of Ratio of Earnings to Fixed Charges.
*	21.1	Subsidiaries of the Registrant.
*	23.1	Consent of KPMG LLP.
*	24.1	Powers of attorney for the following directors signed in January 2016: Abdulaziz F. Al Khayyal Alan M. Bennett James R. Boyd Milton Carroll Nance K. Dicciani Murry S. Gerber José C. Grubisich Robert A. Malone J. Landis Martin Jeffrey A. Miller Debra L. Reed
*	31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*	31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
**	32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
**	32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*	95	Mine Safety Disclosures.
	99.1	Notice of Extension dated July 10, 2015 of the Agreement and Plan of Merger among Halliburton Company, Red Tiger LLC and Baker Hughes Incorporated dated November 16, 2014, extending termination date to December 1, 2015 (incorporated by reference to Exhibit 99.1 to Halliburton's Form 10-Q for the quarter ended September 30, 2015, File No. 001-03492).

	99.2	Notice of Extension dated September 25, 2015 of the Agreement and Plan of Merger among Halliburton Company, Red Tiger LLC and Baker Hughes Incorporated dated November 16, 2014, extending termination date to December 16, 2015 (incorporated by reference to Exhibit 99.2 to Halliburton's Form 10-Q for the quarter ended September 30, 2015, File No. 001-03492).
*	99.3	Notice of Extension dated December 15, 2015 of the Agreement and Plan of Merger among Halliburton Company, Red Tiger LLC and Baker Hughes Incorporated dated November 16, 2014, extending termination date to April 30, 2016.
*	101.INS	XBRL Instance Document
*	101.SCH	XBRL Taxonomy Extension Schema Document
*	101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
*	101.LAB	XBRL Taxonomy Extension Label Linkbase Document
*	101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
*	101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

* Filed with this Form 10-K.
** Furnished with this Form 10-K.
† Management contracts or compensatory plans or arrangements.

SIGNATURES

As required by Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has authorized this report to be signed on its behalf by the undersigned authorized individuals on this 5th day of February, 2016.

HALLIBURTON COMPANY

By /s/ David J. Lesar
David J. Lesar
Chairman of the Board and Chief Executive Officer

As required by the Securities Exchange Act of 1934, this report has been signed below by the following persons in the capacities indicated on this 5th day of February, 2016.

Signature	Title
/s/ David J. Lesar David J. Lesar	Chairman of the Board, Director, and Chief Executive Officer
/s/ Christian A. Garcia Christian A. Garcia	Senior Vice President, Finance and Acting Chief Financial Officer
/s/ Charles E. Geer, Jr. Charles E. Geer, Jr.	Vice President and Corporate Controller

Signature	Title
* Abdulaziz F. Al Khayyal Abdulaziz F. Al Khayyal	Director
* Alan M. Bennett Alan M. Bennett	Director
* James R. Boyd James R. Boyd	Director
* Milton Carroll Milton Carroll	Director
* Nance K. Dicciani Nance K. Dicciani	Director
* Murry S. Gerber Murry S. Gerber	Director
* José C. Grubisich José C. Grubisich	Director
* Robert A. Malone Robert A. Malone	Director
* J. Landis Martin J. Landis Martin	Director
* Jeffrey A. Miller Jeffrey A. Miller	President and Director
* Debra L. Reed Debra L. Reed	Director

/s/ Robb L. Voyles

*By Robb L. Voyles, Attorney-in-fact

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Designed and Published by Labrador-company.com

DIRECTIONS TO THE HALLIBURTON ANNUAL MEETING OF STOCKHOLDERS

The Halliburton North Belt Facility is located on the North Sam Houston Parkway (Beltway 8 Tollway) south feeder between Aldine Westfield and JFK Boulevard.

3000 N. Sam Houston Parkway East
Houston, Texas 77032
281-871-4000

From I-45	From 59 and IAH
• Take the Sam Houston Parkway East • Exit JFK Blvd	• Take the Sam Houston Parkway West • Exit Aldine Westfield • "U-Turn" at Aldine Westfield and proceed east on the Sam Houston Parkway feeder

The main entrance to the North Belt facility will be on your right, about halfway between Aldine Westfield and JFK Blvd.

HALLIBURTON