

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Lane Andrew R</u>			2. Issuer Name and Ticker or Trading Symbol <u>HALLIBURTON CO [HAL]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below)Other (specify below)</div> <div><div>EVP and COO</div></div>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/15/2005</u>			
<u>1401 MCKINNEY STREET</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>	
<u>SUITE 2400</u>						
(Street)						
<u>HOUSTON TX 77010</u>						
(City) (State) (Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/15/2005		D		10 ⁽¹⁾	D	\$42.13	100,323	D	
Common Stock	04/15/2005		D		200 ⁽¹⁾	D	\$43.42	100,123	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Option to Buy Common Stock	\$38.61							12/02/2004	12/02/2014	Common Stock 18,900		18,900	D	
Option to Buy Common Stock	\$44.9375							06/02/1998	06/02/2008	Common Stock 2,000		2,000	D	
Option to Buy Common Stock	\$20.0625							02/17/1999	02/17/2009	Common Stock 4,500		4,500	D	
Option to Buy Common Stock	\$39.5							12/02/1999	12/02/2009	Common Stock 9,000		9,000	D	
Option to Buy Common Stock	\$34.75							12/06/2000	12/06/2010	Common Stock 10,500		10,500	D	
Option to Buy Common Stock	\$31.55							07/19/2001	07/19/2011	Common Stock 5,175		5,175	D	
Option to Buy Common Stock	\$28.86							03/16/2004	03/16/2014	Common Stock 8,020		8,020	D	

Explanation of Responses:

1. Shares transferred to Halliburton Company for payment for Federal Income Tax withholding obligations on lapse of restrictions on shares issued under the 1993 Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.

Remarks:

Margaret E. Carriere, by Power of Attorney 04/15/2005

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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