

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* LESAR DAVID J _____ (Last) (First) (Middle) 3000 N. SAM HOUSTON PARKWAY E. _____ (Street) HOUSTON TX 77032 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol HALLIBURTON CO [HAL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, Pres. and CEO		
			3. Date of Earliest Transaction (Month/Day/Year) 03/08/2011					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/08/2011		S		12,786 ⁽¹⁾	D	\$45.57 ⁽²⁾	880,936.19	D	
Common Stock	03/08/2011		S		18,556 ⁽¹⁾	D	\$46.21 ⁽³⁾	862,380.19	D	
Common Stock	03/08/2011		S		17,000 ⁽¹⁾	D	\$45.56 ⁽⁴⁾	845,380.19	D	
Common Stock	03/08/2011		S		22,493 ⁽¹⁾	D	\$46.01 ⁽⁵⁾	822,887.19	D	
Common Stock	03/08/2011		M		46,000	A	\$19.31	868,887.19	D	
Common Stock	03/08/2011		S		46,000 ⁽¹⁾	D	\$45.45 ⁽⁶⁾	822,887.19	D	
Common Stock	03/08/2011		M		133,334	A	\$22.04	956,221.19	D	
Common Stock	03/08/2011		S		133,334 ⁽¹⁾	D	\$45.8 ⁽⁷⁾	822,887.19	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	Title	Amount or Number of Shares				
Option to Buy Common Stock	\$19.31	03/08/2011		M			46,000 ⁽⁸⁾	12/02/2004	12/02/2014	Common Stock	46,000	\$0	0	D	
Option to Buy Common Stock	\$22.04	03/08/2011		M			133,334 ⁽⁸⁾	03/03/2005	03/03/2015	Common Stock	133,334	\$0	0	D	
Option to Buy Common Stock	\$39.19							12/01/2010	12/01/2020	Common Stock	108,000		108,000	D	
Option to Buy Common Stock	\$15.42							12/02/2008	12/02/2018	Common Stock	174,716		174,716	D	
Option to Buy Common Stock	\$29.35							12/01/2009	12/01/2019	Common Stock	128,400		128,400	D	
Option to Buy Common Stock	\$36.9							12/05/2007	12/05/2017	Common Stock	110,700		110,700	D	
Option to Buy Common Stock	\$33.17							12/06/2006	12/06/2016	Common Stock	348,699		348,699	D	
Option to Buy Common Stock	\$32.39							12/07/2005	12/07/2015	Common Stock	180,000		180,000	D	

Explanation of Responses:

1. The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 22, 2011.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.50 to \$45.65, inclusive. The Reporting Person undertakes to provide to Halliburton Company, any security holder of Halliburton Company, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.00 to \$46.65, inclusive. The Reporting Person undertakes to provide to Halliburton Company, any security holder of Halliburton Company, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.49 to \$45.66, inclusive. The Reporting Person undertakes to provide to Halliburton Company, any security holder of Halliburton Company, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.00 to \$46.03, inclusive. The Reporting Person undertakes to provide to Halliburton Company, any security holder of Halliburton Company, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.37 to \$45.45, inclusive. The Reporting Person undertakes to provide to Halliburton Company, any security holder of Halliburton Company, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.16 to \$46.17, inclusive. The Reporting Person undertakes to provide to Halliburton Company, any security holder of Halliburton Company, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
8. Options disposed of through exercise pursuant to a Rule 10b1-5 trading plan adopted by the Reporting Person on February 22, 2011.

Remarks:

Robert L. Hayter, by Power of Attorney 03/10/2011

** 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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