

**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* <b>LESAR DAVID J</b>			2. Issuer Name and Ticker or Trading Symbol <b>HALLIBURTON CO [ HAL ]</b>			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) <b>Chairman, Pres. and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/05/2012</b>			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		
3000 N. SAM HOUSTON PARKWAY E.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>HOUSTON TX 77032</b>								
(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	12/05/2012		A		150,900 <sup>(1)</sup>	A	\$33.5 <sup>(2)</sup>	787,453.46	D	
Common Stock	12/05/2012		D		7,334 <sup>(3)</sup>	D	\$33.5	780,119.46	D	
Common Stock	12/06/2012		D		3,076 <sup>(3)</sup>	D	\$33.58	777,043.46	D	
Common Stock								78,250	I	Spouse

**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	\$33.5	12/05/2012		A		208,900 <sup>(4)</sup>		12/05/2012 <sup>(5)</sup>	12/05/2022	Common Stock	208,900	\$33.5	208,900	D	
Option to Buy Common Stock	\$35.57							12/06/2011	12/06/2021	Common Stock	141,900		141,900	D	
Option to Buy Common Stock	\$15.42							12/02/2008	12/02/2018	Common Stock	87,716		87,716	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	\$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	\$32.29							12/07/2005	12/07/2015	Common Stock	180,000		180,000	D	

**Explanation of Responses:**

- Shares awarded pursuant to the Halliburton Company Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- On December 5, 2012, the closing price of Halliburton Company's Common Stock on the New York Stock Exchange was \$33.50
- Shares transferred to Halliburton Company for payment for Federal tax withholding obligations on lapse of restrictions on shares issued under the Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.
- Stock options awarded pursuant to the Halliburton Company Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- The options awarded become exercisable on each of the first, second and third anniversaries of the grant in cumulative increments on one-third each of the number of shares subject to the grant.

**Remarks:**

Robert L. Hayter, by Power of  
Attorney

12/07/2012

\*\* 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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