

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SMITH DAVID RICH</u>  (Last) (First) (Middle) <u>HALLIBURTON COMPANY</u> <u>2101 CITY WEST BLVD. BLDG., 1 STE. 200</u>  (Street) <u>HOUSTON TX 77042</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HALLIBURTON CO [ HAL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President - Tax</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/16/2004</u>	
		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	04/16/2004		D		580 <sup>(1)</sup>	D	\$31.96	30,528	D	
Common Stock	04/16/2004		A		0.3476 <sup>(2)</sup>	A	\$30.39	426.496	I	Master Trust

**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	\$26.03							01/02/2004	01/02/2014	Common Stock 5,000		5,000	D	
Option to Buy Common Stock	\$28.125							12/02/1999	12/02/2008	Common Stock 12,000		12,000	D	
Option to Buy Common Stock	\$39.5							12/02/2000	12/02/2009	Common Stock 10,500		10,500	D	
Option to Buy Common Stock	\$31.55							04/01/2003	07/19/2011	Common Stock 12,375		12,375	D	
Option to Buy Common Stock	\$39.55							02/23/2002	02/23/2011	Common Stock 10,500		10,500	D	
Option to Buy Common Stock	\$21.9							04/01/2003	10/01/2011	Common Stock 12,375		12,375	D	
Option to Buy Common Stock	\$38.875							11/20/1998	11/20/2007	Common Stock 7,600		7,600	D	
Option to Buy Common Stock	\$38.8125							01/15/1999	01/15/2008	Common Stock 8,411		8,411	D	
Option to Buy Common Stock	\$40.8125							01/15/2000	01/15/2008	Common Stock 8,410		8,410	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	\$36.8125							07/15/1998	01/15/2008	Common Stock	8,411		8,411	D	
Option to Buy Common Stock	\$12.27							04/01/2003	01/02/2012	Common Stock	12,375		12,375	D	
Option to Buy Common Stock	\$16.76							04/01/2003	04/01/2012	Common Stock	12,375		12,375	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.

2. Reporting Person's beneficial interest in 426,496 shares of Halliburton Company Common Stock by the Halliburton Company Employee Benefit Master Trust No. 3, which shares are 100% vested.

**Remarks:**

Michael A. Weberpal, by                      04/19/2004  
Power of Attorney

\*\* Signature of Reporting Person                      Date

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

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

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

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, do hereby constitute and appoint Margaret E. Carriere, Bruce A. Metzinger and Michael A. Weberpal, or any of them acting alone, my true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to prepare and sign for me, and in my name, place and stead, in any and all capacities, any and all reports as may from time to time be required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, and to file the same with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done (with full power to each of them to act alone), as fully and to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect until such time that I am no longer a Section 16 Reporting Person, or until revoked by me in writing, or five years from the date hereof, whichever comes first.

IN WITNESS WHEREOF, I hereto set my hand this 14th day of January, 2004.

/s/ David R. Smith

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David R. Smith