

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person* <u>Rainey Joe D</u>  (Last) (First) (Middle) EMIRATES TOWER, 13TH FLOOR SHEIKH ZAYED ROAD, P.O. BOX 3111  (Street) DUBAI CO 00000  (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 X Officer (give title below) Other (specify below) <u>Pres., Eastern Hemisphere</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/03/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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	12/03/2014		A		32,000 <sup>(1)</sup>	A	\$40.75 <sup>(2)</sup>	207,950.69	D	
Common Stock	12/03/2014		D		3,001 <sup>(3)</sup>	D	\$41.21	204,949.69	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
Option to Buy Common Stock	\$40.75	12/03/2014		A		59,500		12/03/2014 <sup>(4)</sup>	12/03/2024	Common Stock	59,500	\$0	59,500	D	
Option to Buy Common Stock	\$35.57							12/06/2011	12/06/2021	Common Stock	14,566		14,566	D	
Option to Buy Common Stock	\$50.62							12/04/2013	12/04/2023	Common Stock	45,500		45,500	D	
Option to Buy Common Stock	\$33.5							12/05/2012	12/05/2022	Common Stock	37,933		37,933	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 3, 2014, the closing price of Halliburton Company's Common Stock on the New York Stock Exchange was \$40.75.
- 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.
- The options awarded become exercisable on each of the first, second and third anniversaries of the grant in cumulative increments of one-third each of the number of shares subject to the grant.

**Remarks:**

Robert L. Hayter, by Power of Attorney 12/05/2014

\*\* 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.