FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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1. Name and Address of Reporting Person* Brown James S					2. Issuer Name and Ticker or Trading Symbol HALLIBURTON CO [HAL]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify					
(Last) (First) (Middle) 1125 17TH STREET SUITE 1900				3. Date of Earliest Transaction (Month/Day/Year) 04/20/2009										below			below)	· ·		
(Street) DENVER CO 80202				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									individual or Joint/Group Filing (Check Applicable ine) X Form filed by One Reporting Person Form filed by More than One Reporting						
(City)	(S	tate)	(Zip)		-										Form Perso		e tnar	n One Repo	orting	
		Tab	le I - No	n-Deriv	ative	Se	curiti	es A	cquired	, Dis	posed	of, o	r Ber	neficia	lly Owne	d				
D			2. Trans Date (Month/I	action Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Code	Transaction Code (Instr.		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)			d Securiti Benefic Owned	5. Amount of Securities Beneficially Owned Following		n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) or (D)		Price	Reporte Transac (Instr. 3	tion(s)			(Instr. 4)		
Common Stock			04/20)/2009			D		6600	(1) D \$1		\$18.	78 265,	265,766.12		D				
		٦	able II -	Deriva (e.g., p	tive S outs, o	Sec call	urities s, war	Acc rant	quired, I s, optio	Disp ns, c	osed of convert	, or ible	Bene secu	ficially	y Owned					
Derivative Conversion		3. Transaction Date (Month/Day/Year) 3. Dee Execution if any (Month/Mon		n Date, Tra		ransaction of ode (Instr. Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amor of Securities Underlying Derivative Secur (Instr. 3 and 4)		s Security	8. Price of Derivative Security (Instr. 5)		Ownership Form: Direct (D) or Indirect (I) (Instr. 4	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	e V (A)) (D)	Date Exercisal	ate Ex kercisable Da		Title	Amount or Number of Shares							
Option to Buy Common Stock	\$15.42								12/02/20	08 1	2/02/2018	Com		49,700		49,700		D		
Option to Buy Common Stock	\$35.67								02/13/20	0 8	2/13/2018	Com Sto		10,000		10,000		D		
Option to Buy Common Stock	\$22.55								04/07/20	05 0	4/07/2015	Com		2,193		2,193		D		
Option to Buy Common Stock	\$33.02								01/06/20	06 0	1/06/2016	Com		6,000		6,000		D		
Option to Buy Common	\$29.97								01/03/20	07 0	1/03/2017	Com	mon ock	13,400		13,400		D		

Explanation of Responses:

1. Shares transferred to Halliburton Company for payment for Federal 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:

Robert L. Hayter, by Power of <u>Attorney</u>

04/21/2009

** 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.