

**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                                 |           |
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|  |         |          |  |                         |  |  |  |  |
|--|---------|----------|--|-------------------------|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>PROBERT TIMOTHY J</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>HALLIBURTON CO [ HAL ]</u> |                         |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br><u>Pres- Strategy &amp; Corp Develop</u> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/09/2011</u>        |                         |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting Person  |  |  |
| 3000 N. SAM HOUSTON PKWY E   |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     |                         |  |  |  |  |
| (Street)   | (City)  | (State)  | (Zip)  | <u>HOUSTON TX 77032</u> |  |  |  |  |

**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                    | 06/09/2011                           |  | M                              |   | 10,000  | A          | \$11.82                | 157,160   | D  |   |
| Common Stock                    | 06/09/2011                           |  | S                              |   | 10,000 <sup>(1)</sup>   | D          | \$47.96 <sup>(2)</sup> | 147,160   | 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                 | \$11.82  | 06/09/2011                           |  | M                              |   |  | 10,000 <sup>(3)</sup> | 06/09/2003   | 06/09/2013      | Common Stock  | 10,000                     | \$0  | 15,200   | D   |  |
| Option to Buy Common Stock                 | \$39.19  |                                      |  |                                |   |  |                       | 12/01/2010   | 12/01/2020      | Common Stock  | 26,100                     |  | 26,100   | D   |  |
| Option to Buy Common Stock                 | \$29.35  |                                      |  |                                |   |  |                       | 12/01/2009   | 12/01/2019      | Common Stock  | 45,600                     |  | 45,600   | D   |  |
| Option to Buy Common Stock                 | \$15.42  |                                      |  |                                |   |  |                       | 12/02/2008   | 12/02/2018      | Common Stock  | 26,400                     |  | 26,400   | D   |  |
| Option to Buy Common Stock                 | \$35.67  |                                      |  |                                |   |  |                       | 02/13/2008   | 02/13/2018      | Common Stock  | 8,400                      |  | 8,400  | D   |  |
| Option to Buy Common Stock                 | \$14.43  |                                      |  |                                |   |  |                       | 03/16/2004   | 03/16/2014      | Common Stock  | 14,000                     |  | 14,000   | D   |  |
| Option to Buy Common Stock                 | \$22.55  |                                      |  |                                |   |  |                       | 04/07/2005   | 04/07/2015      | Common Stock  | 10,920                     |  | 10,920   | D   |  |
| Option to Buy Common Stock                 | \$33.02  |                                      |  |                                |   |  |                       | 01/06/2006   | 01/06/2016      | Common Stock  | 11,000                     |  | 11,000   | D   |  |
| Option to Buy Common Stock                 | \$29.87  |                                      |  |                                |   |  |                       | 01/03/2007   | 01/03/2017      | Common Stock  | 13,400                     |  | 13,400   | D   |  |

**Explanation of Responses:**

- The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 22, 2011.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.77 to \$48.20, 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 (2) to this Form 4.
- 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      06/10/2011

\*\* 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.

**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.**