

Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933

**HALLIBURTON COMPANY**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**75-2677995**  
(I.R.S. Employer  
Identification No.)

**3000 North Sam Houston Parkway East**  
**Houston, Texas 77032**  
(Address of Principal Executive Offices) (Zip Code)

**Halliburton Company Stock and Incentive Plan**  
(Full Title of the Plan)

**Albert O. Cornelison, Jr.**  
**Executive Vice President and General Counsel**  
**Halliburton Company**  
**3000 North Sam Houston Parkway East**  
**Houston, Texas 77032**  
(Name and Address of Agent For Service)

**(281) 871-2699**  
(Telephone Number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

(Calculation of Registration Fee on following page)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities To Be Registered</b>	<b>Amount To Be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Halliburton Company Stock and Incentive Plan, Common Stock, \$2.50 par value per share	14,240,000	\$44.09	\$627,841,600	\$85,638

(1) This Registration Statement shall also cover any additional shares of Registrant's common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of Registrant's common stock.

(2) Estimated in accordance with Rules 457(c) and (h) of the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee. Computation based upon the average of the high and low prices of the Registrant's common stock as reported on NYSE on May 16, 2013.

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## TABLE OF CONTENTS

### PART II

Item 3.	Incorporation of Documents by Reference II-1
Item 4.	Description of Securities II-1
Item 5.	Interests of Named Experts and Counsel II-1
Item 6.	Indemnification of Directors and Officers II-1
Item 7.	Exemption from Registration Claimed II-2
Item 8.	Exhibits II-2
Item 9.	Undertakings II-3

### SIGNATURES

### EXHIBIT INDEX

EXHIBIT 5.1

EXHIBIT 23.1

EXHIBIT 23.2

EXHIBIT 24

EXHIBIT 99.1

EXHIBIT 99.2

EXHIBIT 99.3

EXHIBIT 99.4

EXHIBIT 99.5

EXHIBIT 99.6

EXHIBIT 99.7

EXHIBIT 99.8

EXHIBIT 99.9

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## PART II

### Information Required in the Registration Statement

#### **Item 3. Incorporation of Documents by Reference.**

Halliburton Company (the "Registrant") hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the "Commission"):

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed with the Commission on February 11, 2013 pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above; and
- (c) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-B (No. 001-03492) filed with the Commission on December 12, 1996, including any other amendments or reports filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

#### **Item 4. Description of Securities.**

Not applicable.

#### **Item 5. Interests of Named Experts and Counsel.**

The validity of the securities being registered hereby has been passed upon for Registrant by Robert L. Hayter, Assistant Secretary and Assistant General Counsel. Mr. Hayter owns Halliburton Common Stock and options to purchase Halliburton Common Stock.

#### **Item 6. Indemnification of Directors and Officers.**

Section 145 of the General Corporation Law of the State of Delaware, or DGCL, provides that a Delaware corporation has the power, under specified circumstances, to indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (other than an action by or in right of the corporation), whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another entity, for expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in any such action, suit, or proceeding.

Section 145 of the DGCL also provides that a Delaware corporation has the power, under specified circumstances, to indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another entity for expenses (including attorneys' fees) actually and reasonably incurred in such action or suit.

The Tenth Article of the Registrant's restated certificate of incorporation together with Section 32 of its by-laws generally provide for mandatory indemnification of each person who is or was made a party to or involved in any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding because:

- (i) the person is or was an officer or director of the Registrant; or
- (ii) is a person who is or was serving at the request of the Registrant as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, or other enterprise, including service relating to employee benefit plans,

to the fullest extent permitted by the DGCL as it existed at the time the respective indemnification provisions of the Registrant's restated certificate of incorporation and the by-laws were adopted or as it may be amended. Section 145 of the DGCL, Section 32 of the Registrant's by-laws, and the Tenth Article of the Registrant's restated certificate of incorporation expressly provide that they are not the exclusive methods of indemnification.

In addition, the Registrant has entered into indemnification agreements with each of its directors and executive officers.

Section 32 of the Registrant's by-laws provides that the Registrant may maintain insurance, at its own expense, to protect itself and any present or former director or officer of the Registrant or any such director or officer serving at the request of the Registrant as a director, officer, employee, or agent of another entity against any expense, liability, or loss reasonably incurred or suffered. This insurance coverage may be maintained regardless of whether the Registrant would have the power to indemnify the person against the expense, liability, or loss under the DGCL.

Section 102(b)(7) of the DGCL provides that a certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. However, that provision shall not eliminate or limit the liability of a director:

- (i) for any breach of the director's duty of loyalty to the corporation or its stockholders;
- (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) under Section 174 of the DGCL, relating to liability for unlawful acquisitions or redemptions of, or payment of dividends on, capital stock; or
- (iv) for any transaction from which the director derived an improper personal benefit.

The Fifteenth Article of the Registrant's restated certificate of incorporation contains this type of provision.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Restated Certificate of Incorporation of Halliburton Company, as currently in effect.	8-K	001-3492	3.1	June 5, 2006	
4.2	Revised By-laws of Halliburton Company, as currently in effect.	8-K	001-3492	3.1	January 1, 2013	
5.1	Opinion and Consent of Robert L. Hayter					X
23.1	Consent of Independent Registered Public Accounting Firm.					X

II-2

23.2	Consent of Robert L. Hayter (contained in Exhibit 5.1).					X
24	Powers of Attorney for the following directors:  Alan M. Bennett James R. Boyd Milton Carroll Nance K. Dicciani Murry S. Gerber José C. Grubisich Abdallah S. Jum'ah Robert A. Malone J. Landis Martin Debra L. Reed					X
99.1	Halliburton Company Stock and Incentive Plan	DEF 14-A	001-3492	Appendix B	April 2, 2013	
99.2	Form of Nonstatutory Stock Option Agreement	10-Q	001-3492	10.4	September 30, 2009	
99.3	Form of Restricted Stock Agreement	10-Q	001-3492	10.5	September 30, 2009	
99.4	Form of Restricted Stock Unit Agreement	10-Q	001-3492	10.6	September 30, 2009	
99.5	Form of Non-Employee Director Restricted Stock Agreement	S-8	333-159394	99.5	May 21, 2009	
99.6	Form of Restricted Stock Agreement (Section 16 officers)	10-K	001-3492	10.42	December 31, 2011	
99.7	Form of Non-Employee Director Restricted Stock Agreement (Stock and Incentive Plan)	10-K	001-3492	10.43	December 31, 2011	
99.8	Form of Non-Employee Director Restricted Stock Unit Agreement (Director Plan)	S-8	333-182284	99.8	June 22, 2012	
99.9	Form of Non-Employee Director Restricted Stock Unit Agreement (Stock and Incentive Plan)	S-8	333-182284	99.9	June 22, 2012	

**Item 9. Undertakings.**

A. The undersigned Registrant hereby undertakes: (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act; (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement - notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that clauses (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those clauses is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement; (2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference into this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the indemnification provisions summarized in Item 6, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 17, 2013.

#### Halliburton Company

By: /s/ Albert O. Cornelison, Jr.  
Albert O. Cornelison, Jr.  
Executive Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David J. Lesar</u> David J. Lesar	Chairman of the Board, President and Chief Executive Officer and Director (Principal Executive Officer)	May 17, 2013
<u>/s/ Mark A. McCollum</u> Mark A. McCollum	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 17, 2013
<u>/s/ Evelyn M. Angelle</u> Evelyn M. Angelle	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	May 17, 2013

\*  
Alan M. Bennett  
\*  
James R. Boyd  
\*  
Milton Carroll  
\*  
Nance K. Dicciani  
\*  
Murry S. Gerber  
\*  
José C. Grubisich  
\*  
Abdallah S. Jum'ah  
\*  
Robert A. Malone  
\*  
J. Landis Martin  
\*  
Debra L. Reed

Director  
Director  
Director  
Director  
Director  
Director  
Director  
Director  
Director  
Director  
Director  
Director

By: \*/s/ Albert O. Cornelison, Jr.  
Albert O. Cornelison, Jr.  
Attorney-in-fact

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May 17, 2013

Halliburton Company  
3000 North Sam Houston Parkway East  
Houston, Texas 77032

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

At your request, I am rendering this opinion in connection with the proposed issuance of up to 14,240,000 shares of common stock ("Common Stock") of Halliburton Company, a Delaware corporation (the "Company"), pursuant to the Stock and Incentive Plan, as amended and restated effective as of February 20, 2013 (the "Plan") and pursuant to a Registration Statement on Form S-8.

I have examined instruments, documents, and records which I deemed relevant and necessary for the basis of my opinion hereinafter expressed. In such examination, I have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures;

(b) the conformity to the originals of all documents submitted to me as copies; and (c) the truth, accuracy, and completeness of the information, representations, and warranties contained in the records, documents, instruments and certificates I have reviewed.

Based on such examination, I am of the opinion that the shares of Common Stock to be issued by the Company pursuant to the Plan are duly authorized, and when issued and sold as described in the Plan and Registration Statement, will be legally issued, fully paid, and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the above referenced Registration Statement on Form S-8 and to the use of my name wherever it appears in said Registration Statement. In giving such consent, I do not consider that I am an "expert" within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued thereunder with respect to any part of the Registration Statement, including this opinion, as an exhibit or otherwise.

Very truly yours,

/s/ Robert L. Hayter

Robert L. Hayter  
Assistant Secretary and Assistant General Counsel

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Halliburton Company:

We consent to the incorporation by reference in Halliburton Company's registration statement on Form S-8 of our report dated February 11, 2013, with respect to the consolidated balance sheets of Halliburton Company and its subsidiaries as of December 31, 2012 and 2011, and the related consolidated statements of operations, shareholders' equity, comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2012, and the effectiveness of internal control over financial reporting as of December 31, 2012, which reports appear in the December 31, 2012 annual report on Form 10-K of Halliburton Company.

/s/ KPMG LLP

KPMG LLP

Houston, Texas  
May 17, 2013

## POWER OF ATTORNEY

WHEREAS, Halliburton Company, a Delaware corporation (the "Company"), intends to file with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), a Registration Statement on Form S-8 with such amendment or amendments thereto, whether pre-effective or post-effective, in each case as may be necessary or appropriate, together with any and all exhibits and other documents having relation to said Registration Statement (collectively, the "Registration Statement");

NOW, THEREFORE, each of the undersigned, in his or her capacity as a Director of the Company, does hereby appoint Albert O. Cornelison, Jr. and Christina M. Ibrahim, each of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents with power to act and with full power of substitution and resubstitution, to execute in his or her name, place and stead, in his or her capacity as a director of the Company, the Registration Statement and all instruments necessary or incidental in connection therewith, with such amendment or amendments thereto in each case as said attorneys-in-fact and agents or any of them shall deem necessary or appropriate, together with any and all exhibits and other documents relating thereto as said attorneys-in-fact and agents or any of them shall deem necessary or appropriate or incidental in connection therewith, and to file the same or cause the same to be filed with the Commission. Said attorneys-in-fact and agents shall have full power and authority to do and perform in the name and on behalf of each of the undersigned, in any and all capacities, every act whatsoever necessary or desirable to be done to the premises, as fully and to all intents and purposes as each of the undersigned might or could do in person, each of the undersigned hereby ratifying and approving the acts of said attorneys-in-fact and agents or any of them or their substitutes.

IN WITNESS WHEREOF, each of the undersigned has executed this instrument on this 15th day of May 2013.

## SIGNATURE

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/s/ Alan M. Bennett  
Alan M. Bennett

/s/ José C. Grubisich  
José C. Grubisich

/s/ James R. Boyd  
James R. Boyd

/s/ Abdallah S. Jum'ah  
Abdallah S. Jum'ah

/s/ Milton Carroll  
Milton Carroll

/s/ Robert A. Malone  
Robert A. Malone

/s/ Nance K. Dicciani  
Nance K. Dicciani

/s/ J. Landis Martin  
J. Landis Martin

/s/ Murry S. Gerber  
Murry S. Gerber

/s/ Debra L. Reed  
Debra L. Reed