SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person[*]

SMITH DAVID RICH

| (Last) | (First) | (Middle) |

HALLIBURTON COMPANY

2101 CITY WEST BLVD. BLDG., 1 STE. 200

(Street)

| **HOUSTON** | **TX** | **77042** |
| (City) | (State) | (Zip) |

2. Issuer Name **and** Ticker or Trading Symbol

HALLIBURTON CO [**HAL**]

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2007

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

| | Director | | 10% Owner |
| X | Officer (give title below) | | Other (specify below) |

Vice President - Tax

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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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)
Common Stock	05/03/2007		M		15,200	A	$19.437	83,614	D	
Common Stock	05/03/2007		M		16,822	A	$18.41	100,436	D	
Common Stock	05/03/2007		M		16,820	A	$20.406	117,256	D	
Common Stock	05/03/2007		M		16,822	A	$19.406	134,078	D	
Common Stock	05/03/2007		A		3,040[(1)]	A	$32.27	137,118	D	
Common Stock	05/03/2007		A		3,364[(1)]	A	$32.27	140,482	D	
Common Stock	05/03/2007		A		3,364[(1)]	A	$32.27	143,846	D	
Common Stock	05/03/2007		A		3,365[(1)]	A	$32.27	147,211	D	
Common Stock								861.28	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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	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)
Option to Buy Common Stock	$19.437	05/03/2007		M			15,200	11/20/1998	11/20/2007	Common Stock	15,200	$19.437	0	D	
Option to Buy Common Stock	$18.41	05/03/2007		M			16,822	07/15/1998	01/15/2008	Common Stock	16,822	$18.41	0	D	
Option to Buy Common Stock	$19.406	05/03/2007		M			16,822	01/15/1999	01/15/2008	Common Stock	16,822	$19.406	0	D	
Option to Buy Common Stock	$20.406	05/03/2007		M			16,820	01/15/2000	01/15/2008	Common Stock	16,820	$20.406	0	D	
Option to Buy Common Stock	$32.39							12/07/2005	12/07/2015	Common Stock	3,800		3,800	D	
Option to Buy Common Stock	$13.02							01/02/2004	01/02/2014	Common Stock	6,666		6,666	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	$15.78							04/01/2003	07/19/2011	Common Stock	6,186		6,186	D	
Option to Buy Common Stock	$10.95							04/01/2003	10/01/2011	Common Stock	6,186		6,186	D	
Option to Buy Common Stock	$6.14							04/01/2003	04/01/2012	Common Stock	6,186		6,186	D	
Option to Buy Common Stock	$8.38							04/01/2003	04/01/2012	Common Stock	6,186		6,186	D	
Option to Buy Common Stock	$19.31							12/02/2004	12/02/2014	Common Stock	4,800		4,800	D	
Option to Buy Common Stock	$19.75							12/02/2000	12/02/2009	Common Stock	21,000		21,000	D	
Option to Buy Common Stock	$19.78							02/23/2002	02/23/2011	Common Stock	21,000		21,000	D	

Explanation of Responses:

1. Under the terms of of Dresser's 1992 Stock Compensation Plan which was assumed by Halliburton Company pursuant to the Merger, one (1) restricted share of Halliburton Company common stock will be issued for every five (5) shares of the related stock option exercised and held for three (3) years.

Remarks:

Robert L. Hayter, by Power of Attorney   05/07/2007

** 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.