

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>King David S</u>  (Last) (First) (Middle) <u>10200 BELLAIRE BLVD.</u> <u>2NE-14B</u>  (Street) <u>HOUSTON TX 77072</u>  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres. - Completion &amp; Productio</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	02/13/2008		A		7,600	A	\$35.67	79,533	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
Common Stock	\$35.67	02/13/2008		A		8,400 <sup>(1)</sup>		02/13/2008	02/13/2018	Common Stock	8,400	\$35.67	8,400	D	
Option to Buy Common Stock	\$15.77							07/19/2001	07/19/2011	Common Stock	10,350		10,350	D	
Option to Buy Common Stock	\$7.47							08/28/2002	08/28/2012	Common Stock	10,000		10,000	D	
Option to Buy Common Stock	\$14.43							03/16/2004	03/16/2014	Common Stock	8,280		8,280	D	
Option to Buy Common Stock	\$22.55							04/07/2005	04/07/2015	Common Stock	14,600		14,600	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	10,000		10,000	D	

**Explanation of Responses:**

1. Shares awarded pursuant to the Halliburton Company 1993 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.

**Remarks:**

Robert L. Hayter, Power of Attorney      02/15/2008

\*\* 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.

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