

**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><b>LESAR DAVID J</b><br><br>(Last) (First) (Middle)<br><b>1401 MCKINNEY</b><br><b>SUITE 2400</b><br><br>(Street)<br><b>HOUSTON TX 77010</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>HALLIBURTON CO [ HAL ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chairman, Pres. and CEO</b> |
|                                                                                                                                                                                                                     | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>10/13/2005</b>        |                                                                                                                                                                                                                                                                |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)                                                                                                                                                            |                                                                              |                                                                                                                                                                                                                                                                |

**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                    | 10/13/2005                           |                                                    | S <sup>(1)</sup>               |   | 3,000                                                             | D          | \$60.65  | 651,213.98                                                                                    | D                                                        |                                                       |
| Common Stock                    | 10/13/2005                           |                                                    | M                              |   | 5,000                                                             | A          | \$54.5   | 656,213.98                                                                                    | D                                                        |                                                       |
| Common Stock                    | 10/13/2005                           |                                                    | S <sup>(1)</sup>               |   | 5,000                                                             | D          | \$60.65  | 651,213.98                                                                                    | D                                                        |                                                       |
| Common Stock                    | 10/13/2005                           |                                                    | M                              |   | 5,000                                                             | A          | \$28.125 | 656,213.98                                                                                    | D                                                        |                                                       |
| Common Stock                    | 10/13/2005                           |                                                    | S <sup>(1)</sup>               |   | 5,000                                                             | D          | \$60.65  | 651,213.98                                                                                    | D                                                        |                                                       |
| Common Stock                    | 10/13/2005                           |                                                    | M                              |   | 5,000                                                             | A          | \$39.5   | 656,213.98                                                                                    | D                                                        |                                                       |
| Common Stock                    | 10/13/2005                           |                                                    | S <sup>(1)</sup>               |   | 5,000                                                             | D          | \$60.65  | 651,213.98                                                                                    | D                                                        |                                                       |
| Common Stock                    | 10/13/2005                           |                                                    | M                              |   | 5,000                                                             | A          | \$51.5   | 656,213.98                                                                                    | D                                                        |                                                       |
| Common Stock                    | 10/13/2005                           |                                                    | S <sup>(1)</sup>               |   | 5,000                                                             | D          | \$60.65  | 651,213.98                                                                                    | D                                                        |                                                       |
| Common Stock                    | 10/13/2005                           |                                                    | M                              |   | 5,000                                                             | A          | \$31.55  | 656,213.98                                                                                    | D                                                        |                                                       |
| Common Stock                    | 10/13/2005                           |                                                    | S <sup>(1)</sup>               |   | 5,000                                                             | D          | \$60.65  | 651,213.98                                                                                    | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |            |          | 20,000                                                                                        | I                                                        | Partnership                                           |

**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 |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |
| Option to Buy Common Stock                 | \$26.03                                                |                                      |                                                    |                                |   |                                                                                        |       | 01/02/2004                                               | 01/02/2014      | Common Stock                                                                      | 66,666                                     | 66,666                                                                                             | D                                                         |                                                        |
| Option to Buy Common Stock                 | \$54.5                                                 | 10/13/2005                           |                                                    | M                              |   |                                                                                        | 5,000 | 12/03/1998                                               | 12/03/2007      | Common Stock                                                                      | 5,000                                      | (2)                                                                                                | 15,000                                                    | D                                                      |
| Option to Buy Common Stock                 | \$28.125                                               | 10/13/2005                           |                                                    | M                              |   |                                                                                        | 5,000 | 12/02/1999                                               | 12/02/2008      | Common Stock                                                                      | 5,000                                      | (2)                                                                                                | 20,000                                                    | D                                                      |
| Option to Buy Common Stock                 | \$39.5                                                 | 10/13/2005                           |                                                    | M                              |   |                                                                                        | 5,000 | 12/02/2000                                               | 12/02/2009      | Common Stock                                                                      | 5,000                                      | (2)                                                                                                | 215,100                                                   | 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                 | \$51.5                                                 | 10/13/2005                           |                                                    | M                              |   |                                                                                        | 5,000 | 09/14/2001                                               | 09/14/2010      | Common Stock                                                                      | 5,000                      | (2)                                        | 255,000                                                                                            | D                                                         |                                                        |
| Option to Buy Common Stock                 | \$31.55                                                | 10/13/2005                           |                                                    | M                              |   |                                                                                        | 5,000 | 04/01/2003                                               | 07/19/2011      | Common Stock                                                                      | 5,000                      | (2)                                        | 109,408                                                                                            | D                                                         |                                                        |
| Option to Buy Common Stock                 | \$44.08                                                |                                      |                                                    |                                |   |                                                                                        |       | 03/03/2005                                               | 03/03/2015      | Common Stock                                                                      | 100,000                    |                                            | 100,000                                                                                            | D                                                         |                                                        |
| Option to Buy Common Stock                 | \$38.61                                                |                                      |                                                    |                                |   |                                                                                        |       | 12/02/2004                                               | 12/02/2014      | Common Stock                                                                      | 69,000                     |                                            | 69,000                                                                                             | D                                                         |                                                        |

**Explanation of Responses:**

- The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 2, 2005.
- Options disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 2, 2005.

**Remarks:**

Robert L. Hayter, by Power of Attorney      10/13/2005

\*\* 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.