

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO/A

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 5)**

HALLIBURTON COMPANY

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Stock, \$2.50 par value
(Title of Class of Securities)

406216101

(CUSIP Number of Class of Securities)

Albert O. Cornelison, Jr.
Executive Vice President and General Counsel
Halliburton Company
3000 North Sam Houston Parkway East
Houston, Texas 77032
(281) 871-2699

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copy to:

Kelly B. Rose
Baker Botts L.L.P.
910 Louisiana
Houston, Texas 77002
(713) 229-1796

CALCULATION OF FILING FEE

Transaction Value(1)	Amount of Filing Fee(2)
\$3,300,000,000	\$450,120

- (1) The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase for not more than \$3,300,000,000 in aggregate of up to 77,647,058 shares of common stock, par value \$2.50 per share, at the minimum tender offer price of \$42.50 per share.
- (2) Previously paid. The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$136.40 per \$1,000,000 of the value of the transaction.
- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$450,120

Filing Party: Halliburton Company

Form or Registration No.: Schedule TO-I

Date Filed: July 26, 2013

- Check the box if filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

SCHEDULE TO

This Amendment No. 5 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "SEC") by Halliburton Company, a Delaware corporation ("Halliburton" or the "Company"), on July 26, 2013, as amended and supplemented by Amendment No. 1 to the Schedule TO filed with the SEC on July 30, 2013, Amendment No. 2 to the Schedule TO filed with the SEC on August 6, 2013, Amendment No. 3 to the Schedule TO filed with the SEC on August 16, 2013 and Amendment No. 4 to the Schedule TO filed with the SEC on August 21, 2013 (together, the "Schedule TO"), in connection with the Company's offer to purchase, for not more than \$3.3 billion in cash, shares of its common stock, par value \$2.50 per share (the "Shares"), pursuant to (i) auction tenders at prices specified by the tendering stockholders of not less than \$42.50 nor greater than \$48.50 per Share or (ii) purchase price tenders, in either case upon the terms and subject to the conditions described in the Offer to Purchase, dated July 26, 2013 (as amended, the "Offer to Purchase"), a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO, and in the related Letter of Transmittal (the "Letter of Transmittal," and together with the Offer to Purchase, the "Tender Offer"), a copy of which was filed as Exhibit (a)(1)(B) to the Schedule TO.

The purpose of this Amendment is to amend and supplement the Schedule TO. Only those items amended are reported in this Amendment. Except as specifically provided herein, the information contained in the Schedule TO, the Offer to Purchase and the Letter of Transmittal remains unchanged. This Amendment should be read in conjunction with the Schedule TO, the Offer to Purchase and the Letter of Transmittal.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

On August 23, 2013, the Company issued a press release announcing the preliminary results of the Tender Offer, which expired at 11:59 p.m., New York City time, on August 22, 2013. A copy of the press release is filed as Exhibit (a)(5)(D) to this Schedule TO and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(5)(D) Press release announcing the preliminary results of the Tender Offer, dated August 23, 2013

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HALLIBURTON COMPANY

Date: August 23, 2013

By: /s/ Christian A. Garcia

Christian A. Garcia

Senior Vice President and Treasurer

3000 N. SAM HOUSTON PKWY E. • HOUSTON, TX 77032
PHONE 281.871.2601 • FAX 281.871.2698

FOR IMMEDIATE RELEASE

August 23, 2013

Contact: Kelly Youngblood
Halliburton, Investor Relations
investors@halliburton.com
281/871-2688

Beverly Blohm Stafford
Halliburton, Corporate Affairs
PR@halliburton.com
281/871-2601

HALLIBURTON ANNOUNCES PRELIMINARY RESULTS OF ITS TENDER OFFER

HOUSTON, Texas—Halliburton (NYSE: HAL) today announced the preliminary results of its modified Dutch auction tender offer, which expired at 11:59 p.m., New York City time, on Thursday, August 22, 2013.

Based on the preliminary count by Computershare, the depositary for the tender offer, a total of approximately 100.2 million shares of Halliburton's common stock were validly tendered and not validly withdrawn at or below the purchase price of \$48.50 per share, including approximately 28.9 million shares that were tendered through notice of guaranteed delivery.

In accordance with the terms and conditions of the tender offer and based on the preliminary count by the depositary, Halliburton expects to acquire approximately 68.0 million shares of its common stock at a price of \$48.50 per share, for an aggregate cost of approximately \$3.3 billion, excluding fees and expenses relating to the tender offer. As such, Halliburton has been informed by the depositary that the preliminary proration factor for the tender offer is approximately 67.9%. The shares expected to be acquired represent approximately 7.4% of the total number of shares of Halliburton common stock issued and outstanding as of August 20, 2013.

The number of shares expected to be purchased in the tender offer and the purchase price are preliminary and subject to change. The preliminary information contained in this press release is subject to confirmation by the depositary and is based on the assumption that all shares tendered through notice of guaranteed delivery will be delivered within the three trading day settlement period. The final number of shares to be purchased and the final purchase price will be announced following the expiration of the guaranteed delivery period and the completion by the depositary of the confirmation process. Payment for the shares accepted for purchase pursuant to the tender offer, and the return of all other shares tendered and not purchased, will occur promptly thereafter.

-more-

As noted in the Offer to Purchase relating to the tender offer, Halliburton may purchase additional shares of its common stock in the future in the open market subject to market conditions. Halliburton may also purchase shares of its common stock in private transactions, tender offers, or otherwise. Under applicable securities laws, however, Halliburton may not purchase any such shares of its common stock until after September 6, 2013. Any future purchases of shares by Halliburton will depend on many factors, including the market price of the shares, the final results of the tender offer, Halliburton's business and financial position and general economic and market conditions.

Credit Suisse Securities (USA) LLC and J.P. Morgan Securities LLC are serving as lead dealer managers for the tender offer, and Merrill Lynch, Pierce, Fenner & Smith Incorporated is serving as a co-dealer manager. Stockholders who have questions or would like additional information about the tender offer may contact the information agent for the tender offer, Georgeson Inc., at (888) 293-6812 (toll-free).

About Halliburton

Founded in 1919, Halliburton is one of the world's largest providers of products and services to the energy industry. With more than 75,000 employees, representing 140 nationalities in approximately 80 countries, the company serves the upstream oil and gas industry throughout the lifecycle of the reservoir – from locating hydrocarbons and managing geological data, to drilling and formation evaluation, well construction and completion, and optimizing production through the life of the field.

NOTE: The statements in this press release that are not historical statements, including statements regarding the number and purchase price of shares expected to be purchased pursuant to the tender offer and regarding future purchases of shares, are forward-looking statements within the meaning of the federal securities laws. These statements are subject to numerous risks and uncertainties, many of which are beyond the company's control, which could cause actual results to differ materially from the results expressed or implied by the statements. Halliburton's Form 10-K for the year ended December 31, 2012, Form 10-Q for the quarter ended June 30, 2013, recent Current Reports on Form 8-K, and other Securities and Exchange Commission filings discuss some of the important risk factors identified that may affect Halliburton's business, results of operations, and financial condition. Halliburton undertakes no obligation to revise or update publicly any forward-looking statements for any reason. There can be no assurance as to the amount, timing or prices of any future share repurchases. The specific timing and amount of repurchases may vary based on market conditions and other factors. Halliburton's share repurchase program may be suspended at any time.

###