

| OMB APPROVAL | |
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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* <u>Holsinger W Preston</u> | | | 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) _____ Vice President and Treasurer | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/07/2005</u> | | | | | | |
| 1401 MCKINNEY STREET SUITE 2400 | | | 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 _____ | | | |
| (Street) | (City) | (State) | (Zip) | | | | | | |
| HOUSTON | TX | | 77010 | | | | | | |
| (City) | (State) | (Zip) | | | | | | | |

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 | 12/07/2005 | | A | | 2,700 ⁽¹⁾ | A | \$64.78 ⁽²⁾ | 26,680 | 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 | \$54.78 | 12/07/2005 | | A | | 3,000 ⁽³⁾ | | 12/07/2005 ⁽⁴⁾ | 12/07/2015 | Common Stock | 3,000 | \$64.78 | 3,000 | D | |
| Option to Buy Common Stock | \$38.61 | | | | | | | 12/02/2004 | 12/02/2014 | Common Stock | 3,000 | | 3,000 | D | |
| Option to Buy Common Stock | \$29.56 | | | | | | | 12/04/1996 | 12/04/2006 | Common Stock | 4,500 | | 4,500 | D | |
| Option to Buy Common Stock | \$54.5 | | | | | | | 12/03/1997 | 12/03/2007 | Common Stock | 3,900 | | 3,900 | D | |
| Option to Buy Common Stock | \$28.125 | | | | | | | 12/02/1998 | 12/02/2008 | Common Stock | 6,000 | | 6,000 | D | |
| Option to Buy Common Stock | \$39.5 | | | | | | | 12/02/1999 | 12/02/2009 | Common Stock | 6,300 | | 6,300 | D | |
| Option to Buy Common Stock | \$39.55 | | | | | | | 02/23/2001 | 02/23/2011 | Common Stock | 6,300 | | 6,300 | D | |
| Option to Buy Common Stock | \$31.55 | | | | | | | 07/19/2001 | 07/19/2011 | Common Stock | 5,175 | | 5,175 | D | |
| Option to Buy Common Stock | \$9.1 | | | | | | | 07/23/2002 | 07/23/2012 | Common Stock | 5,000 | | 5,000 | D | |
| Option to Buy Common Stock | \$28.86 | | | | | | | 03/16/2004 | 03/16/2014 | Common Stock | 3,500 | | 3,500 | D | |

Explanation of Responses:

- 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.
- On December 7, 2005 the closing price of Halliburton Company Common Stock on the New York Stock Exchange was \$64.78.
- Stock options 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.
- The options granted become exercisable on each of the first, second and third anniversaries of the grant in cumulative increments of one-third each of the number of shares subject to the option.

Remarks:

Robert L. Hayter, by Power of Attorney

12/08/2005

** 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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, do hereby constitute and appoint Margaret E. Carriere, Robert L. Hayter and Bruce A. Metzinger, or any of them, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect until such time that I am no longer a Section 16 Reporting Person, or until revoked by me in writing, or until such time as I shall otherwise direct in writing.
IN WITNESS WHEREOF, I hereto set my hand this 24th day of May, 2005.

/s/ W. Preston Holsinger

W. Preston Holsinger