

| OMB APPROVAL | |
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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

| | | | | | | | | |
|--|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>Pope Lawrence J</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 X Officer (give title below) Other (specify below) <u>EVP Administration & CHRO</u> | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/25/2011</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| HALLIBURTON COMPANY 3000 N. SAM HOUSTON PARKWAY E. | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>HOUSTON TX 77032</u> | | | | | | | | |
| (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 | 04/25/2011 | | M | | 3,000 | A | \$14.43 | 113,391.51 | D | |
| Common Stock | 04/25/2011 | | S | | 3,000 ⁽¹⁾ | D | \$50.21 | 110,391.51 | 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 | \$14.43 | 04/25/2011 | | M | | | 3,000 ⁽¹⁾ | 03/16/2004 | 03/16/2014 | Common Stock | 10,900 | \$0 | 7,900 | D | |
| Option to Buy Common Stock | \$39.19 | | | | | | | 12/01/2010 | 12/01/2020 | Common Stock | 23,000 | | 23,000 | D | |
| Option to Buy Common Stock | \$29.35 | | | | | | | 12/01/2009 | 12/01/2019 | Common Stock | 26,500 | | 26,500 | D | |
| Option to Buy Common Stock | \$15.42 | | | | | | | 12/02/2008 | 12/02/2018 | Common Stock | 21,100 | | 21,100 | D | |
| Option to Buy Common Stock | \$36.9 | | | | | | | 12/05/2007 | 12/05/2017 | Common Stock | 9,100 | | 9,100 | D | |
| Option to Buy Common Stock | \$33.17 | | | | | | | 12/06/2006 | 12/06/2016 | Common Stock | 10,400 | | 10,400 | D | |
| Option to Buy Common Stock | \$20.89 | | | | | | | 02/17/2005 | 02/17/2015 | Common Stock | 12,000 | | 12,000 | D | |
| Option to Buy Common Stock | \$32.39 | | | | | | | 12/07/2005 | 12/07/2015 | Common Stock | 7,000 | | 7,000 | D | |

Explanation of Responses:

1. The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 23, 2011.

Remarks:

Robert L. Hayter, by Power of Attorney 04/26/2011

** 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.