

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Lane Andrew R</u>  (Last) (First) (Middle) 1401 MCKINNEY STREET SUITE 2400  (Street) HOUSTON TX 77010  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol HALLIBURTON CO [ HAL ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) EVP and COO
	3. Date of Earliest Transaction (Month/Day/Year) 10/12/2005	
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	10/12/2005		M		4,500	A	\$29.06	102,620	D	
Common Stock	10/12/2005		s <sup>(1)</sup>		4,500	D	\$61.72	98,120	D	
Common Stock	10/12/2005		M		3,882	A	\$31.55	102,002	D	
Common Stock	10/12/2005		s <sup>(1)</sup>		3,882	D	\$61.72	98,120	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
Option to Buy Common Stock	\$29.0625 <sup>(2)</sup>	10/12/2005		M			4,500	02/17/1999	02/17/2009	Common Stock	4,500	(3)	0	D	
Option to Buy Common Stock	\$31.55	10/12/2005		M			3,882	07/19/2001	07/19/2011	Common Stock	3,882	(3)	1,293	D	
Option to Buy Common Stock	\$38.61							12/02/2004	12/02/2014	Common Stock	18,900		18,900	D	
Option to Buy Common Stock	\$34.75							12/06/2000	12/06/2010	Common Stock	10,500		10,500	D	
Option to Buy Common Stock	\$28.86							03/16/2004	03/16/2014	Common Stock	8,020		8,020	D	

**Explanation of Responses:**

- The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 11, 2005.
- The exercise price was initially reported incorrectly as \$20.0625 on a Form 3 that was filed on July 26, 2004.
- Options disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 11, 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.**