

**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. 1)**

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
Form or Registration No.: Schedule TO-I

Filing Party: Halliburton Company
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. 1 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, 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 (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, as they may be amended or supplemented from time to time, 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 and the Offer to Purchase to provide certain additional information. 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 and this Amendment does not modify any of the information previously reported on the Schedule TO. This Amendment should be read in conjunction with the Schedule TO, the Offer to Purchase and the Letter of Transmittal.

Item 12. Exhibits.

“Item 12. Exhibits” to the Schedule TO is hereby amended and restated as follows:

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(A)*	Offer to Purchase, dated July 26, 2013
(a)(1)(B)*	Letter of Transmittal
(a)(1)(C)*	Notice of Guaranteed Delivery
(a)(1)(D)*	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated July 26, 2013
(a)(1)(E)*	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated July 26, 2013
(a)(1)(F)*	Summary Advertisement, dated July 26, 2013
(a)(2)	None
(a)(3)	Not applicable
(a)(4)	Not applicable
(a)(5)(A)	None
(a)(5)(B)*	Press release announcing the Tender Offer, dated July 26, 2013
(a)(5)(C)**	Press release announcing the pricing of the Notes Offering, dated July 29, 2013.
(b)	None
(d)(1)	Halliburton Company Restricted Stock Plan for Non-Employee Directors (incorporated by reference to Appendix B of Halliburton Energy Services, Inc.’s proxy statement dated March 23, 1993, File No. 001-03492)
(d)(2)	Halliburton Company Stock and Incentive Plan, as amended and restated effective February 20, 2013 (incorporated by reference to Appendix B of Halliburton’s proxy statement filed April 2, 2013, File No. 001-03492)
(d)(3)	Halliburton Company Employee Stock Purchase Plan, as amended and restated effective February 11, 2009 (incorporated by reference to Appendix C of Halliburton’s proxy statement filed April 6, 2009, File No. 001-03492)
(d)(4)	Form of Nonstatutory Stock Option Agreement (incorporated by reference to Exhibit 10.4 of Halliburton’s Form 10-Q for the quarter ended September 30, 2009, File No. 001-03492)
(d)(5)	Form of Restricted Stock Agreement (incorporated by reference to Exhibit 10.5 of Halliburton’s Form 10-Q for the quarter ended September 30, 2009, File No. 001-03492)

- (d)(6) Form of Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.6 of Halliburton's Form 10-Q for the quarter ended September 30, 2009, File No. 001-03492)
- (d)(7) Form of Non-Employee Director Restricted Stock Agreement (incorporated by reference to Exhibit 99.5 of Halliburton's Form S-8 filed May 21, 2009, Registration No. 333-159394)
- (d)(8) Form of Non-Employee Director Restricted Stock Unit Agreement (Director Plan) (incorporated by reference to Exhibit 99.8 to Halliburton's Form S-8 filed June 22, 2012, Registration No. 333-182284)
- (d)(9) First Amendment to Halliburton Company Restricted Stock Plan for Non-Employee Directors (incorporated by reference to Exhibit 10.41 to Halliburton's Form 10-K for the year ended December 31, 2011, File No. 001-03492)
- (d)(10) Form of Restricted Stock Agreement (Section 16 officers) (incorporated by reference to Exhibit 10.42 to Halliburton's Form 10-K for the year ended December 31, 2011, File No. 001-03492)
- (d)(11) Form of Non-Employee Director Restricted Stock Agreement (Stock and Incentive Plan) (incorporated by reference to Exhibit 10.43 to Halliburton's 10-K for the year ended December 31, 2011, File No. 001-03492)
- (d)(12) Form of Non-Employee Director Restricted Stock Unit Agreement (Stock and Incentive Plan) (incorporated by reference to Exhibit 99.9 of Halliburton's Form S-8 filed June 22, 2012, Registration No. 333-182284)
- (d)(13) Second Amendment to Restricted Stock Plan for Non-Employee Directors of Halliburton Company (incorporated by reference to Exhibit 10.4 to Halliburton's Form 10-Q filed July 27, 2012, File No. 001-03492)
- (d)(14) Third Amendment to Restricted Stock Plan for Non-Employee Directors of Halliburton Company effective December 1, 2012 (incorporated by reference to Exhibit 10.44 to Halliburton's Form 10-K for the year ended December 31, 2012, File No. 001-03492)
- (d)(15) Second Amendment dated December 11, 2012 to Halliburton Company Employee Stock Purchase Plan, as amended and restated effective February 11, 2009 (incorporated by reference to Exhibit 10.47 to Halliburton's Form 10-K for the year ended December 31, 2012, File No. 001-03492)
- (g) None
- (h) None

* Previously filed.

** Filed herewith.

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: July 29, 2013

By: /s/ Christian A. Garcia
Christian A. Garcia
Senior Vice President and Treasurer

INDEX TO EXHIBITS

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- (g) None
- (h) None

* Previously filed.

** Filed herewith.

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PHONE 281.871.2601 • FAX 281.871.2698

FOR IMMEDIATE RELEASE

July 29, 2013

Contact: Kelly Youngblood
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HALLIBURTON TO ISSUE \$3.0 BILLION OF SENIOR NOTES

HOUSTON, Texas - Halliburton (NYSE: HAL) announced today the pricing of an offering of \$3.0 billion aggregate principal amount of senior notes. The notes are being issued in four tranches: \$600 million of 3-year notes bearing interest at a fixed rate of 1.00% per year and maturing on August 1, 2016; \$400 million of 5-year notes bearing interest at a fixed rate of 2.00% per year and maturing on August 1, 2018; \$1.1 billion of 10-year notes bearing interest at a fixed rate of 3.50% per year and maturing on August 1, 2023; and \$900 million of 30-year notes bearing interest at a fixed rate of 4.75% per year and maturing on August 1, 2043. The offering is expected to close on August 5, 2013.

Halliburton intends to use the net proceeds of the offering, together with cash on hand to the extent necessary, to fund Halliburton's previously announced offer to repurchase up to \$3.3 billion of shares of its common stock pursuant to a modified "dutch auction" cash tender offer, as well as related fees and expenses. To the extent that the aggregate purchase price of the shares purchased in the tender offer and related fees and expenses are less than the net proceeds of the offering, Halliburton intends to use the remaining net proceeds for general corporate purposes, including additional repurchases of common stock. Pending the application of the net proceeds to finance the tender offer or for general corporate purposes, as applicable, Halliburton may temporarily invest the net proceeds in cash equivalents or short-term investments.

The notes are being offered pursuant to an effective shelf registration statement on Form S-3 previously filed with the Securities and Exchange Commission. This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering may be made only by means of a prospectus and related prospectus supplement.

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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 expected closing date and use of proceeds of the offering, 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 quarters ended March 31, 2013 and 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 whether the tender offer will be completed or as to the amount, timing or prices of share repurchases under the tender offer or otherwise. The closing of the tender offer is subject to a number of conditions, as described in Halliburton's offer to purchase. The tender offer is being made solely by an offer to purchase and the related letter of transmittal, as they may be amended or supplemented. Stockholders and investors are urged to read Halliburton's tender offer statement on Schedule TO filed with the Securities and Exchange Commission in connection with the tender offer, which includes as exhibits the offer to purchase, the related letter of transmittal and other offer materials, as well as any amendments or supplements to the Schedule TO when they become available, because they contain important information. These documents have been or, in the case of any amendments or supplements to the Schedule TO, will be filed with the Securities and Exchange Commission, and investors may obtain them for free from the Securities and Exchange Commission at its website (www.sec.gov) or from Georgeson Inc., the information agent for the tender offer, by telephone at: (888) 293-6812 (toll-free), or in writing to: 480 Washington Boulevard, 26th Floor, Jersey City, New Jersey 07310 or halliburton@georgeson.com.

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