

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <b>LESAR DAVID J</b>			2. Issuer Name and Ticker or Trading Symbol <b>HALLIBURTON CO [ HAL ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman, Pres. and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/28/2014</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
3000 N. SAM HOUSTON PARKWAY E.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	HOUSTON TX 77032				

**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	02/28/2014		M		20,000	A	\$32.39	644,196.21	D	
Common Stock	02/28/2014		S		20,000 <sup>(1)</sup>	D	\$57	624,196.21	D	
Common Stock	03/03/2014		S		20,000 <sup>(2)</sup>	D	\$56.35 <sup>(3)</sup>	18,308.14	I	By Spouse

**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	\$32.39	02/28/2014		M			20,000 <sup>(4)</sup>	12/07/2005	12/07/2015	Common Stock	80,000	\$0	60,000	D	
Option to Buy Common Stock	\$50.62							12/04/2013	12/04/2023	Common Stock	137,900		137,900	D	
Option to Buy Common Stock	\$33.17							12/06/2006	12/06/2016	Common Stock	198,699		198,699	D	
Option to Buy Common Stock	\$33.5							12/05/2012	12/05/2022	Common Stock	208,900		208,900	D	
Option to Buy Common Stock	\$35.57							12/06/2011	12/06/2021	Common Stock	141,900		141,900	D	
Option to Buy Common Stock	\$39.19							12/01/2010	12/01/2020	Common Stock	108,000		108,000	D	
Option to Buy Common Stock	\$29.35							12/01/2009	12/01/2019	Common Stock	128,400		128,400	D	
Option to Buy Common Stock	\$36.9							12/05/2007	12/05/2017	Common Stock	110,700		110,700	D	

**Explanation of Responses:**

- The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 11, 2014.
- The sales were made by Reporting Person's Spouse. The Reporting Person disclaims beneficial ownership of these securities, and the filing of this report is not an admission the the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.32 to \$56.38, inclusive. The Reporting Person undertakes to provide to Halliburton Company, any security holder of Halliburton Company, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- Options disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 11, 2014.

**Remarks:**

[Robert L. Hayter, by Power of Attorney.](#)

[03/04/2014](#)

\*\* 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.**