SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
PRECOURT JAY A	HALLIBURTON CO [HAL]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2008	Officer (give title below) Other (specify below)
328 MILL CREEK CIRCLE		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
VAIL CO 81657		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

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								46,589	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				
Stock Equivalent Units	(1)	09/30/2008		A		66.47(2)		(3)	(3)	Common Stock	66.47	(4)	22,436.31	D	
Option to Buy Common Stock	$25.75							(5)	05/17/2010	Common Stock	2,000		2,000	D	
Option to Buy Common Stock	$25.5							(5)	09/18/2010	Common Stock	10,000		10,000	D	
Option to Buy Common Stock	$22.68							(5)	05/15/2011	Common Stock	4,000		4,000	D	
Option to Buy Common Stock	$8.38							(5)	05/15/2012	Common Stock	4,000		4,000	D	

Explanation of Responses:

1. The security converts to common stock on a one-for-one basis.

2. Stock equivalents acquired under the Halliburton Company Directors' Deferred Compensation Plan reported on a pro rata basis to reflect Issuer's Plan quarter. Said Plan is an ongoing securities acquisition plan.

3. The stock equivalent units were accrued under the Company's Directors' Deferred Compensation Plan and are settled in the Company's common stock upon cessation as a director.

4. On September 29, 2008, the closing price of Halliburton Company's Common Stock on the New York Stock Exchange was $30.29.

5. Options are exercisable six months after the date of grant.

Remarks:

Robert L. Hayter, by Power of Attorney	10/01/2008
** 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.