

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>LESAR DAVID J</u> (Last) (First) (Middle) <u>1401 MCKINNEY</u> <u>SUITE 2400</u> (Street) <u>HOUSTON TX 77010</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HALLIBURTON CO [HAL]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/02/2004</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) <u>Chairman, Pres. and CEO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	12/02/2004		A		73,000 ⁽¹⁾	A	\$38.61 ⁽²⁾	813,407	D	
Common Stock								20,000	I	Partnership

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	\$38.61	12/02/2004		A		69,000 ⁽³⁾		12/02/2004 ⁽⁴⁾	12/02/2014	Common Stock	69,000	\$38.61	69,000	D	
Option to Buy Common Stock	\$26.03							01/02/2004	01/02/2014	Common Stock	100,000		100,000	D	
Option to Buy Common Stock	\$22.75							12/06/1996	12/06/2005	Common Stock	50,000		50,000	D	
Option to Buy Common Stock	\$26.437							02/14/1997	02/14/2006	Common Stock	30,000		30,000	D	
Option to Buy Common Stock	\$29.56							12/04/1997	12/04/2006	Common Stock	80,000		80,000	D	
Option to Buy Common Stock	\$54.5							12/03/1998	12/03/2007	Common Stock	60,000		60,000	D	
Option to Buy Common Stock	\$28.125							12/02/1999	12/02/2008	Common Stock	65,000		65,000	D	
Option to Buy Common Stock	\$39.5							12/02/2000	12/02/2009	Common Stock	260,100		260,100	D	
Option to Buy Common Stock	\$51.5							09/14/2001	09/14/2010	Common Stock	300,000		300,000	D	
Option to Buy Common Stock	\$31.55							04/01/2003	07/19/2011	Common Stock	154,408		154,408	D	

Explanation of Responses:

1. Shares awarded pursuant to the Halliburton Company 1993 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
2. On December 2, 2004, the closing price of Halliburton Company Common Stock on the New York Stock Exchange was \$38.61.

3. Stock Option awarded pursuant to the Halliburton Company 1993 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
4. The options granted become exercisable on each of the first, second and third aniversaries of the grant in cumulative increments of one-third each of the number of shares subject to the option.

Remarks:

Michael A. Weberpal, by Power 12/03/2004
of Attorney
** 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.