

**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* <u>Brown James S</u>  (Last) (First) (Middle) 1125 17TH STREET SUITE 1900  (Street) DENVER CO 80202  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HALLIBURTON CO [ HAL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>President - Western Hemisphere</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/06/2011	
	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	12/06/2011		A		33,900 <sup>(1)</sup>	A	\$35.57 <sup>(2)</sup>	392,578.97	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	\$35.57	12/06/2011		A		43,700 <sup>(3)</sup>		12/06/2011 <sup>(4)</sup>	12/06/2021	Common Stock	43,700	\$35.57	43,700	D	
Option to Buy Common Stock	\$15.42							12/02/2008	12/02/2018	Common Stock	16,566		16,566	D	
Option to Buy Common Stock	\$39.19							12/02/2010	12/02/2020	Common Stock	26,100		26,100	D	
Option to Buy Common Stock	\$29.35							12/01/2009	12/01/2019	Common Stock	45,600		45,600	D	
Option to Buy Common Stock	\$35.67							02/13/2008	02/13/2018	Common Stock	10,000		10,000	D	
Option to Buy Common Stock	\$33.02							01/06/2006	01/06/2016	Common Stock	6,000		6,000	D	
Option to Buy Common Stock	\$29.97							01/03/2007	01/03/2017	Common Stock	13,400		13,400	D	

**Explanation of Responses:**

- Shares awarded pursuant to the Halliburton Company Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- On December 6, 2011, the closing price of Halliburton Company's Common Stock on the New York Stock Exchange was \$35.57.
- Stock options awarded pursuant to the Halliburton Company Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- The options granted become exercisable on each of the first, second and third anniversaries of the grant in cumulative increments of one-third each of the number of shares subject to the option.

**Remarks:**

Robert L. Hayter, by Power of Attorney 12/08/2011

\*\* 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.

