

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL | |
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|--|--|--|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>PROBERT TIMOTHY J</u> _____ (Last) (First) (Middle) 3000 N. SAM HOUSTON PKWY E _____ (Street) HOUSTON TX 77032 _____ (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Pres. - Global Business Lines | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/01/2010 | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| | | | 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 | | | | | |

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 | 12/01/2010 | | A | | 23,300 ⁽¹⁾ | A | \$39.19 ⁽²⁾ | 159,418 | D | |
| Common Stock | 12/01/2010 | | D | | 2,593 ⁽³⁾ | D | \$39.19 | 156,825 | D | |
| Common Stock | 12/02/2010 | | D | | 1,852 ⁽³⁾ | D | \$40.61 | 154,973 | 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 | \$39.19 | 12/01/2010 | | A | | 26,100 ⁽⁴⁾ | | 12/01/2010 ⁽⁵⁾ | 12/01/2020 | Common Stock | 26,100 | \$39.19 | 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 | \$15.42 | | | | | | | 12/02/2008 | 12/02/2018 | Common Stock | 26,400 | | 26,400 | D | |
| Option to Buy Common Stock | \$9.3 | | | | | | | 01/29/2003 | 01/29/2013 | Common Stock | 20,000 | | 20,000 | D | |
| Option to Buy Common Stock | \$35.67 | | | | | | | 02/13/2008 | 02/13/2018 | Common Stock | 8,400 | | 8,400 | D | |
| Option to Buy Common Stock | \$11.82 | | | | | | | 06/09/2003 | 06/09/2013 | Common Stock | 35,200 | | 35,200 | D | |
| Option to Buy Common Stock | \$14.43 | | | | | | | 03/16/2004 | 03/16/2014 | Common Stock | 14,000 | | 14,000 | D | |
| Option to Buy Common Stock | \$22.55 | | | | | | | 04/07/2005 | 04/07/2015 | Common Stock | 10,920 | | 10,920 | D | |
| Option to Buy Common Stock | \$33.02 | | | | | | | 01/06/2006 | 01/06/2016 | Common Stock | 11,000 | | 11,000 | D | |
| Option to Buy Common Stock | \$29.87 | | | | | | | 01/03/2007 | 01/03/2017 | Common Stock | 13,400 | | 13,400 | D | |

Explanation of Responses:

1. 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.
2. On December 1, 2010, the closing price of Halliburton Company's Common Stock on the New York Stock Exchange was \$39.19.
3. Shares transferred to Halliburton Company for payment for Federal tax withholding obligations on lapse of restrictions on shares issued under the Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.
4. 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.
5. 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 12/03/2010

** 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.

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