

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>05/31/2005</b>			
1401 MCKINNEY SUITE 2400			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	
(Street)	(City)	(State)	(Zip)			
HOUSTON	TX		77010			

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	05/31/2005		M		2,000	A	\$22.75	795,785	D	
Common Stock	05/31/2005		S <sup>(1)</sup>		2,000	D	\$43.14	793,785	D	
Common Stock	06/02/2005		D		5,404 <sup>(2)</sup>	D	\$44.65	788,381	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	\$22.75	05/31/2005		M			2,000	12/06/1996	12/06/2005	Common Stock	2,000	<sup>(3)</sup>	36,000	D	
Option to Buy Common Stock	\$29.56							12/04/1997	12/04/2006	Common Stock	78,000		78,000	D	
Option to Buy Common Stock	\$44.08							03/03/2005	03/03/2015	Common Stock	100,000		100,000	D	
Option to Buy Common Stock	\$38.61							12/02/2004	12/02/2014	Common Stock	69,000		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	\$26.437							02/14/1997	02/14/2006	Common Stock	30,000		30,000	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:

- The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 18, 2005.
- Shares transferred to Halliburton Company for payment for Federal Income Tax withholding obligations on lapse of restrictions on shares issued under the 1993 Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.
- Options disposed of through exercise pursuant to a Rule 10b1-5 trading plan adopted by the Reporting Person on March 18, 2005.

Remarks:

**Robert L. Hayter, by Power of Attorney**      **06/02/2005**  
 \*\* 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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, do hereby constitute and appoint Margaret E. Carriere, Robert L. Hayter and Bruce A. Metzinger, or any of them, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect until such time that I am no longer a Section 16 Reporting Person, or until revoked by me in writing, or until such time as I shall otherwise direct in writing.  
IN WITNESS WHEREOF, I hereto set my hand this 24th day of May, 2005.

/s/ David J. Lesar

David J. Lesar