

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

---

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT UNDER THE

SECURITIES ACT OF 1933

---

**HALLIBURTON COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation or Organization)

**75-2677995**

(I.R.S. Employer  
Identification No.)

**3000 N. Sam Houston Parkway E.**

**Houston, Texas 77032**

(Address of Principal Executive Offices) (Zip Code)

**2008 Halliburton Elective Deferral Plan**

(Full Title of the Plan)

---

**Albert O. Cornelison, Jr.**

**Executive Vice President and General Counsel**

**Halliburton Company**

**3000 N. Sam Houston Parkway E.**

**Houston, Texas 77032**

(Name and Address of Agent for Service)

**(281) 871-2699**

(Telephone Number, including area code, of agent for service)

---

## EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on April 12, 2002 (file No. 333-86080) (the "Registration Statement"), is filed for the sole purpose of deregistering any unsold shares of the Registrant's common stock, par value \$2.50 per share, previously registered under the Registration Statement and issuable under the Halliburton Retirement and Savings Plan and the Halliburton Savings Plan (the "Plans"). As of the date of this Post-Effective Amendment No. 1, no shares of the Registrant's common stock are reserved for future issuance under the Plans.

As no securities are being registered herein, the sole purpose being to terminate and deregister, the disclosure requirements for exhibits under Regulation S-K Item 601 are inapplicable to this filing.

The following exhibit is being filed or furnished herewith:

Exhibit 10.24.1

Power of Attorney.

---

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on September 22, 2009.

### Halliburton Company

By: /s/ Albert O. Cornelison, Jr.  
Albert O. Cornelison, Jr.  
Executive Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on September 22, 2009.

#### Signature

#### Title

/s/ David J. Lesar  
David J. Lesar

Chairman of the Board, President and Chief Executive  
Officer and Director  
(Principal Executive Officer)

/s/ Mark A.  
McCollum  
Mark A. McCollum

Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

/s/ Evelyn M.  
Angelle  
Evelyn M. Angelle

Vice President, Corporate Controller, and  
Principal Accounting Officer  
(Principal Accounting Officer)

\*

Alan M. Bennett

Director

\*

James R. Boyd

Director

\*

Milton Carroll

Director

\*

Nance K. Dicciani

Director

\*

S. Malcolm Gillis

Director

\*

James T. Hackett

Director

\*

Robert A. Malone

Director

\*

J. Landis Martin

Lead Director

\*

Jay A. Precourt

Director

\*

Debra L. Reed

Director

By: /s/Albert O. Cornelison, Jr.  
Albert O. Cornelison, Jr.  
Attorney-in-fact

## EXHIBIT 24.1

### POWER OF ATTORNEY

WHEREAS, Halliburton Company, a Delaware corporation (the "Company"), intends to file with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), a Post-Effective Amendment to its Registration Statement on Form S-8 (Registration No. 333-86080) that will have the sole effect of deregistering any unsold shares of the Company's common stock previously registered (collectively, the "Registration Statement");

NOW, THEREFORE, each of the undersigned, in his or her capacity as a director of Company, does hereby appoint Albert O. Cornelison, Jr. and Sherry D. Williams, each of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents with power to act and with full power of substitution and resubstitution, to execute in his or her name, place and stead, in his or her capacity as a director of the Company, the Registration Statement and all instruments necessary or incidental in connection therewith, with such amendment or amendments thereto in each case as said attorneys-in-fact and agents or any of them shall deem necessary or appropriate, together with any and all exhibits and other documents relating thereto as said attorneys-in-fact and agents or any of them shall deem necessary or appropriate or incidental in connection therewith, and to file the same or cause the same to be filed with the Commission. Said attorneys-in-fact and agents shall have full power and authority to do and perform in the name and on behalf of each of the undersigned, in any and all capacities, every act whatsoever necessary or desirable to be done to the premises, as fully and to all intents and purposes as each of the undersigned might or could do in person, each of the undersigned hereby ratifying and approving the acts of said attorneys-in-fact and agents or any of them or their substitutes.

IN WITNESS WHEREOF, each of the undersigned has executed this instrument on this 16th day of September 2009.

#### SIGNATURE

/s/ Alan M. Bennett  
Alan M. Bennett

/s/ James R. Boyd  
James R. Boyd

/s/ Milton Carroll  
Milton Carroll

/s/ Nance K. Dicciani  
Nance K. Dicciani

/s/ S. Malcolm Gillis  
S. Malcolm Gillis

/s/ James T. Hackett  
James T. Hackett

/s/ Robert A. Malone  
Robert A. Malone

/s/ J. Landis Martin  
J. Landis Martin

/s/ Jay A. Precourt  
Jay A. Precourt

/s/ Debra L. Reed  
Debra L. Reed

