

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule TO/A
TENDER OFFER STATEMENT UNDER SECTION
14(d)(1) OR 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 21)

Halliburton Company

(Name of Subject Company (Issuer))

Halliburton Company

(Name of Filing Person (Issuer and Offeror))

Common Stock, \$2.50 Par Value
(Title of Class of Securities)

406216101
(CUSIP Number of Class of Securities)

Albert O. Cornelison, Jr.
Executive Vice President and General Counsel
Halliburton Company
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(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications on Behalf of Filing Persons)

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CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$3,039,401,070	\$93,310

* This valuation assumes the exchange of up to 135,627,000 shares of KBR, Inc. ("KBR") common stock, par value \$0.001 per share ("KBR common stock"), for shares of Halliburton Company common stock, par value \$2.50 per share ("Halliburton common stock"). Estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(a)(4) under the Securities Exchange Act of 1934, based on the product of (i) \$22.41, the average of the high and low sale prices of KBR common stock, par value \$0.001 per share, on The New York Stock Exchange on March 1, 2007 and (ii) 135,627,000, the maximum number of shares of KBR common stock to be exchanged in the exchange offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$93,310

Filing Party: KBR, Inc.

Form of Registration No.: Form S-4, Reg. No. 333-141027

Date Filed: March 2, 2007

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1
- issuer tender offer subject to Rule 13e-4
- going-private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

SCHEDULE TO

This Amendment No. 21 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (as amended, the "Schedule TO") initially filed with the SEC by Halliburton Company, a Delaware corporation ("Halliburton"), on March 2, 2007. The Schedule TO relates to the offer by Halliburton to exchange up to 135,627,000 shares of common stock, par value \$0.001 per share ("KBR common stock"), of KBR, Inc., a Delaware corporation ("KBR"), in the aggregate, for shares of Halliburton common stock, par value \$2.50 per share ("Halliburton common stock"), upon the terms and subject to the conditions set forth in the Prospectus — Offer to Exchange, dated March 27, 2007 (the "Prospectus — Offer to Exchange") and the related Letter of Transmittal, copies of which are filed as Exhibits (a)(1)(i) and (a)(1)(ii) hereto (which, together with any amendments or supplements thereto, collectively constitute the "Exchange Offer"). Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO.

Item 4. Terms of the Transaction.

(a) Material Terms.

On April 5, 2007, Halliburton issued a press release announcing the final results of the Exchange Offer, based on the final count by the exchange agent of the Exchange Offer, as follows:

- (i) shares of Halliburton common stock tendered: 209,441,458;
- (ii) shares of Halliburton common stock tendered that were subject to proration: 209,220,510;
- (iii) "odd-lot" shares of Halliburton common stock tendered that were not subject to proration: 220,948;
- (iv) shares of Halliburton common stock accepted: 85,273,184; and
- (v) final proration factor that was applied to all shares of Halliburton common stock tendered (other than "odd-lots" not subject to proration) to determine the number of such shares that would be accepted: 40.651959%.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the exhibit referenced below.

<u>Exhibit Number</u>	<u>Description</u>
(a)(5)(iii)	Press release dated April 5, 2007.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HALLIBURTON COMPANY

By: /s/ C. CHRISTOPHER GAUT

Name: C. Christopher Gaut
Title: Executive Vice President and
Chief Financial Officer

Dated: April 6, 2007

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(i)*	Prospectus — Offer to Exchange, dated March 27, 2007 (incorporated by reference to KBR's filing with the SEC pursuant to Rule 424(b)(3) on March 27, 2007).
(a)(1)(ii)*	Letter of Transmittal (incorporated by reference to Exhibit 99.1 to KBR's Registration Statement on Form S-4 (File No. 333-141027) (the "KBR Registration Statement").
(a)(1)(iii)*	Notice of Guaranteed Delivery (incorporated by reference to Exhibit 99.2 to the KBR Registration Statement).
(a)(1)(iv)*	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.3 to the KBR Registration Statement).
(a)(1)(v)*	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.4 to the KBR Registration Statement).
(a)(1)(vi)*	Notice of Withdrawal (incorporated by reference to Exhibit 99.5 to the KBR Registration Statement).
(a)(1)(vii)*	Correspondence to Halliburton stockholders whose shares are held through custodial accounts with Computershare or HBOS (incorporated by reference to Exhibit 99.6 to the KBR Registration Statement).
(a)(4)(i)*	Press release dated February 26, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on February 26, 2007).
(a)(4)(ii)*	Prospectus — Offer to Exchange, dated March 27, 2007 (incorporated by reference to KBR's filing with the SEC pursuant to Rule 424(b)(3) on March 27, 2007).
(a)(4)(iii)*	Press release dated March 2, 2007 announcing commencement of the Exchange Offer (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 2, 2007).
(a)(4)(iv)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 2, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 2, 2007).
(a)(4)(v)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 5, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 5, 2007).
(a)(4)(vi)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 6, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 6, 2007).
(a)(4)(vii)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 7, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 7, 2007).
(a)(4)(viii)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 8, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 8, 2007).
(a)(4)(ix)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 9, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 9, 2007).
(a)(4)(x)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 12, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 12, 2007).
(a)(4)(xi)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 13, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 13, 2007).
(a)(4)(xii)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 14, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 14, 2007).
(a)(4)(xiii)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 15, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 15, 2007).
(a)(4)(xiv)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 16, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 16, 2007).
(a)(4)(xv)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 19, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 19, 2007).
(a)(4)(xvi)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 20, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 20, 2007).
(a)(4)(xvii)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 21, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 21, 2007).
(a)(4)(xviii)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 22, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 22, 2007).
(a)(4)(xix)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 23, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 23, 2007).
(a)(4)(xx)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 26, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 26, 2007).
(a)(4)(xxi)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 27, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 27, 2007).
(a)(4)(xxii)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 28, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 28, 2007).
(a)(4)(xxiii)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 1:30 p.m., New York City time, on March 29, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 29, 2007).
(a)(4)(xxiv)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 29, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 29, 2007).
(a)(4)(xxv)*	Press release dated March 29, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 29, 2007).
(a)(4)(xxvi)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 12:00 midnight, New York City time, on April 2, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on April 3, 2007).
(a)(4)(xxvii)*	Press release dated April 3, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on April 3, 2007).

- (a)(5)(i)* Letter to Halliburton employees dated March 2, 2007 containing information regarding the Exchange Offer (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 2, 2007).
- (a)(5)(ii)* Press release dated March 20, 2007 (incorporated by reference to Exhibit 99.1 to Halliburton's Form 8-K filed March 20, 2007).
- (a)(5)(iii)** Press release dated April 5, 2007.
- (b) None.
- (d) None.
- (g) None.
- (h)(i)* Opinion of Baker Botts L.L.P. (incorporated by reference to Exhibit 8.1 to the KBR Registration Statement).

* Previously filed.

** Filed with this Amendment.

On April 5, 2007, Halliburton Company issued the following release.

[HALLIBURTON PRESS RELEASE LETTERHEAD]

FOR IMMEDIATE RELEASE

April 5, 2007

Contact: Evelyn Angelle
Vice President, Investor Relations
713-759-2688

Cathy Mann
Director, Communications
713-759-2605

HALLIBURTON COMPLETES SEPARATION OF KBR

Oilfield Services Company Announces Final Results of KBR Exchange Offer

HOUSTON, TX — Halliburton Company (NYSE: HAL) today announced that it has completed the final separation of KBR Inc. (NYSE: KBR). The two companies now are separate and independent of each other.

“This is a major event for Halliburton, especially its dedicated employees, loyal customers and the shareholders,” said Dave Lesar, Chairman, President and Chief Executive Officer, Halliburton. “As a pure oilfield services company, Halliburton now can focus on the global growth opportunities in its core energy services business.”

Halliburton announced its plans in January 2005 to ultimately separate the KBR subsidiary. An initial public offering of KBR common stock was completed in November 2006.

“We wish KBR and its employees well as they move forward as an independent company,” added Lesar.

All of the government services and engineering and construction businesses will remain with KBR.

The exchange offer expired at 12:00 midnight, New York City time, on April 2, 2007. Under the terms of the exchange offer, Halliburton has accepted 85,273,184 shares of Halliburton common stock in exchange for the 135,627,000 shares of KBR common stock held by Halliburton. Each share of Halliburton common stock accepted for exchange by Halliburton is being exchanged for 1.5905 shares of KBR common stock.

Because the exchange offer was oversubscribed, Halliburton accepted tendered shares on a pro rata basis in proportion to the number of shares tendered. Stockholders who owned less than 100 shares of Halliburton common stock, or an “odd-lot”, who validly tendered all of their shares, were permitted to elect not to be subject to proration, in accordance with the terms of the exchange offer. All shares tendered by eligible electing odd-lot stockholders have been accepted. The final proration factor of 40.651959% was applied to all other tendered shares of Halliburton common stock to determine the number of such shares that would be accepted. Shares of Halliburton common stock tendered but not accepted for exchange will be credited promptly to the tendering holder’s account in book-entry form.

Based on the final count by the exchange agent, Mellon Investors Services LLC, the results of the exchange offer are as follows:

Total number of shares of Halliburton common stock tendered	209,441,458
Shares tendered that were subject to proration	209,220,510
“Odd-lot” shares tendered that were not subject to proration	220,948
Total number of shares of Halliburton common stock accepted	85,273,184

Shares of KBR common stock distributed in exchange for accepted shares of Halliburton common stock will be credited promptly to the tendering holder’s account in book-entry form by the exchange agent. Under the terms of the exchange offer, no fractional shares of KBR common stock will be distributed. Instead, fractional shares will be

aggregated and sold, and the net cash proceeds of such sale will be distributed promptly by the exchange agent to tendering stockholders in accordance with their fractional interests in the shares sold.

Credit Suisse Securities (USA) LLC and Goldman, Sachs & Co. served as the dealer managers for the exchange offer.

Founded in 1919, Halliburton is one of the world's largest providers of products and services to the energy industry. With more than 45,000 employees in nearly 70 countries, the company serves the upstream oil and gas industry throughout the lifecycle of the reservoir — from locating hydrocarbons and managing geological data, to drilling and formation evaluation, well construction and completion, and optimizing production through the life of the field.

KBR is a global engineering, construction and services company supporting the energy, petrochemicals, government services and civil infrastructure sectors. KBR offers a wide range of services through its Energy and Chemicals (E&C) and Government and Infrastructure (G&I) business segments.

Important Information Regarding the Exchange Offer

The terms and conditions of the exchange offer are more fully described in a Prospectus-Offer to Exchange included in the Registration Statement on Form S-4 filed by KBR with the SEC and a Schedule TO filed by Halliburton with the SEC, each as amended to date. The Prospectus-Offer to Exchange contains important information about the exchange offer and related matters. You are able to obtain a free copy of the Prospectus-Offer to Exchange and other related documents filed with the SEC by Halliburton and KBR at the SEC's web site at www.sec.gov.

Forward-Looking Statements

Information in this communication contains forward-looking statements, which are based on the current plans and expectations of management and are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or those anticipated. A list of factors that could cause actual results to differ materially from those expressed in, or underlying, those forward-looking statements is detailed in the filings of Halliburton and KBR with the SEC, such as annual and quarterly reports and the Prospectus-Offer to Exchange. Neither Halliburton nor KBR assume any obligation to update or revise these forward-looking statements to reflect new events or circumstances.