

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* Brown James S			2. Issuer Name and Ticker or Trading Symbol HALLIBURTON CO [HAL]			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) President - Western Hemisphere		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2012			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
1125 17TH STREET SUITE 1900			4. If Amendment, Date of Original Filed (Month/Day/Year) 02/15/2012					
(Street) DENVER CO 80202								
(City) (State) (Zip)								

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/13/2012		D		822 ⁽¹⁾⁽²⁾	D	\$36.14	\$390,675.97 ⁽³⁾	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	Amount or Number of Shares				
Option to Buy Common Stock	\$35.57							12/06/2011	12/06/2021	Common Stock	43,700		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 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.
- Due to a miscalculation in tax withholding obligations, the amount of shares transferred for payment of taxes was misstated in the Form 4 filed on February 15, 2012, and the Amended Form 4 filed on February 21, 2012. This Amended Form 4 is being filed to report the correct amount of shares withheld for taxes.
- Due to a miscalculation in the tax withholding obligations originally reported in the Form 4 filed on February 15, 2012, and the Amended Form 4 filed on February 21, 2012, the amount of securities beneficially owned was misstated. This Amendment is filed to report the correct amount of securities beneficially owned.

Remarks:

Robert L. Hayter, by Power of 02/27/2012

[Attorney](#)

** 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.