

HALLIBURTON CO

Form 4

July 19, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LESAR DAVID J

(Last) (First) (Middle)

1401 MCKINNEY, SUITE 2400

(Street)

HOUSTON, TX 77010

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
HALLIBURTON CO [HAL]

3. Date of Earliest Transaction
(Month/Day/Year)
07/18/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman, Pres. and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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)
Common Stock	07/18/2005		M	2,000 A	\$ 22.75 777,381	D	
Common Stock	07/18/2005		S ⁽¹⁾	2,000 D	\$ 46.41 775,381	D	
Common Stock	07/18/2005		M	1,000 A	\$ 29.5625 776,381	D	
Common Stock	07/18/2005		S ⁽¹⁾	1,000 D	\$ 46.41 775,381	D	
Common Stock	07/18/2005		S ⁽¹⁾	1,000 D	\$ 46.41 774,381	D	

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Common Stock	07/19/2005	D	3,500 (2)	D	\$ 43.27	771,270.98 (3)	D	
Common Stock						20,000	I	Partnership

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy Common Stock	\$ 22.75	07/18/2005		M	2,000	12/06/1996	12/06/2005	Common Stock	2,000
Option to Buy Common Stock	\$ 29.5625	07/18/2005		M	1,000	12/04/1997	12/04/2006	Common Stock	1,000
Option to Buy Common Stock	\$ 26.437					02/14/1996	02/14/2006	Common Stock	30,000
Option to Buy Common Stock	\$ 44.08					03/03/2005	03/03/2015	Common Stock	100,000
Option to Buy Common Stock	\$ 38.61					12/02/2004	12/02/2014	Common Stock	69,000
Option to Buy	\$ 26.03					01/02/2004	01/02/2014	Common Stock	100,000

Common
StockOption to
Buy
Common
Stock

\$ 54.5

12/03/1998

12/03/2007

Common
Stock

60,000

Option to
Buy
Common
Stock

\$ 28.125

12/02/1999

12/02/2008

Common
Stock

65,000

Option to
Buy
Common
Stock

\$ 39.5

12/02/2000

12/02/2009

Common
Stock

260,100

Option to
Buy
Common
Stock

\$ 51.5

09/14/2001

09/14/2010

Common
Stock

300,000

Option to
Buy
Common
Stock

\$ 31.55

04/01/2003

07/19/2011

Common
Stock

154,408

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LESAR DAVID J 1401 MCKINNEY SUITE 2400 HOUSTON, TX 77010	X		Chairman, Pres. and CEO	

Signatures

Robert L. Hayter, by Power of
Attorney

07/19/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) 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
(2) 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.

(3) Includes 389,972 shares acquired under the Halliburton Company Employee Stock Plan for the period January through June 2005.

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(4) Options disposed of through exercise pursuant to a Rule 10b1-5 trading plan adopted by the Reporting Person on March 18, 2005.

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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