

HALLIBURTON CO  
Form 4  
April 04, 2008

**FORM 4**

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

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pope Lawrence J

(Last) (First) (Middle)

1401 MCKINNEY STREET, 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)  
04/02/2008

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)  
Vice Pres, HR and Admin

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 04/02/2008                           |  | M                              |   | 4,854   | A  | \$ 14.53                          |
| Common Stock                    | 04/02/2008                           |  | S <sup>(1)</sup>               |   | 4,854   | D  | \$ 40                             |
| Common Stock                    | 04/02/2008                           |  | M                              |   | 3,920   | A  | \$ 19.75                          |
| Common Stock                    | 04/02/2008                           |  | S <sup>(1)</sup>               |   | 3,920   | D  | \$ 40                             |
| Common Stock                    | 04/02/2008                           |  | M                              |   | 1,160   | A  | \$ 21.25                          |

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|              |            |                  |                    |   |          |                          |   |
|--------------|------------|------------------|--------------------|---|----------|--------------------------|---|
| Common Stock | 04/02/2008 | S <sup>(1)</sup> | 1,160              | D | \$ 40    | 88,146.31                | D |
| Common Stock | 04/02/2008 | M                | 2,066              | A | \$ 19.78 | 90,212.31                | D |
| Common Stock | 04/02/2008 | S <sup>(1)</sup> | 2,066              | D | \$ 40    | 88,146.31                | D |
| Common Stock | 04/02/2008 | S <sup>(1)</sup> | 8,000              | D | \$ 40    | 80,146.31                | D |
| Common Stock | 04/02/2008 | D                | 274 <sup>(2)</sup> | D | \$ 39.42 | 79,878.57 <sup>(3)</sup> | D |

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

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(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                 | \$ 14.53   | 04/02/2008                           |  | M                              | 4,854   | 02/17/1999 02/17/2009                                    | Common Stock 4,854  |
| Option to Buy Common Stock                 | \$ 19.75   | 04/02/2008                           |  | M                              | 3,920   | 12/02/1999 12/02/2009                                    | Common Stock 3,920  |
| Option to Buy Common Stock                 | \$ 21.25   | 04/02/2008                           |  | M                              | 1,160   | 04/03/2000 04/03/2010                                    | Common Stock 1,160  |
| Option to Buy Common Stock                 | \$ 19.78   | 04/02/2008                           |  | M                              | 2,066   | 02/23/2001 02/23/2011                                    | Common Stock 2,066  |



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Shares transferred to Halliburton Company for payment for Federal 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.

(3) Includes 6.26 shares of stock accumulated through dividend reinvestment in the Halliburton Company Employee Stock Purchase Plan.

(4) Options were disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by Reporting Person on December 12, 2007.

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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