

Holsinger W Preston
 Form 4
 December 08, 2005

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

OMB APPROVAL

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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 *
 Holsinger W Preston

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1401 MCKINNEY STREET, SUITE 2400

3. Date of Earliest Transaction (Month/Day/Year)
 12/07/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President and Treasurer

(Street)
 HOUSTON, TX 77010

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/07/2005 | | A | | 2,700 <u>(1)</u> | A | \$ 64.78 <u>(2)</u> |
| | | | | | 26,680 | D | |

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)

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| 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 | \$ 64.78 | 12/07/2005 | | A | | 3,000 (3) | | 12/07/2005 ⁽⁴⁾ | 12/07/2015 | Common Stock | 3,000 |
| Option to Buy Common Stock | \$ 38.61 | | | | | | | 12/02/2004 | 12/02/2014 | Common Stock | 3,000 |
| Option to Buy Common Stock | \$ 29.56 | | | | | | | 12/04/1996 | 12/04/2006 | Common Stock | 4,500 |
| Option to Buy Common Stock | \$ 54.5 | | | | | | | 12/03/1997 | 12/03/2007 | Common Stock | 3,900 |
| Option to Buy Common Stock | \$ 28.125 | | | | | | | 12/02/1998 | 12/02/2008 | Common Stock | 6,000 |
| Option to Buy Common Stock | \$ 39.5 | | | | | | | 12/02/1999 | 12/02/2009 | Common Stock | 6,300 |
| Option to Buy Common Stock | \$ 39.55 | | | | | | | 02/23/2001 | 02/23/2011 | Common Stock | 6,300 |
| Option to Buy Common Stock | \$ 31.55 | | | | | | | 07/19/2001 | 07/19/2011 | Common Stock | 5,175 |
| Option to Buy | \$ 9.1 | | | | | | | 07/23/2002 | 07/23/2012 | Common Stock | 5,000 |

Common
Stock

Option to
Buy
Common
Stock

\$ 28.86

03/16/2004

03/16/2014

Common
Stock

3,500

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Holsinger W Preston 1401 MCKINNEY STREET SUITE 2400 HOUSTON, TX 77010 | | | Vice President and Treasurer | |

Signatures

Robert L. Hayter, by Power of
Attorney

12/08/2005

__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) Shares awarded pursuant to the Halliburton Company 1993 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- (2) On December 7, 2005 the closing price of Halliburton Company Common Stock on the New York Stock Exchange was \$64.78.
- (3) Stock options awarded pursuant to the Halliburton Company 1993 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- (4) The options granted become exercisable on each of the first, second and third anniversaries of the grant in cumulative increments of one-third each of the number of shares subject to the option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.