LESAR DAVID J

Form 4

December 22, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

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

(Print or Type Responses)

1(b).

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

HALLIBURTON CO [HAL]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X Director X_ Officer (give title

below)

10% Owner Other (specify

1401 MCKINNEY, SUITE 2400

12/22/2005

Chairman, Pres. and CEO

6. Individual or Joint/Group Filing(Check

(Street)

Applicable Line)

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

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

HOUSTON, TX 77010

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acc	quired, Disposed	of, or Benefic	ially 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	12/22/2005		S <u>(1)</u>	3,000	D	\$ 64.51	687,999.98	D	
Common Stock	12/22/2005		M	5,000	A	\$ 39.5	692,999.98	D	
Common Stock	12/22/2005		S <u>(1)</u>	5,000	D	\$ 64.51	687,999.98	D	
Common Stock	12/22/2005		M	5,000	A	\$ 51.5	692,999.98	D	
Common Stock	12/22/2005		S <u>(1)</u>	5,000	D	\$ 64.51	687,999.98	D	

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Common Stock	12/22/2005	M	5,000	A	\$ 31.55	692,999.98	D	
Common Stock	12/22/2005	S(1)	5,000	D	\$ 64.51	687,999.98	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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(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. Transactic Code (Instr. 8)	5. Number out 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	\$ 39.5	12/22/2005		M	5,000	12/02/2000	12/02/2009	Common Stock	5,000
Option to Buy Common Stock	\$ 51.5	12/22/2005		M	5,000	09/14/2001	09/14/2010	Common Stock	5,000
Option to Buy Common Stock	\$ 31.55	12/22/2005		M	5,000	04/01/2003	07/19/2011	Common Stock	5,000
Option to Buy Common Stock	\$ 64.78					12/07/2005	12/07/2015	Common Stock	90,000
Option to Buy Common Stock	\$ 26.03					01/02/2004	01/02/2014	Common Stock	66,666

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Option to Buy Common Stock	\$ 44.08	03/03/2005	03/03/2015	Common Stock	100,000
Option to Buy	\$ 38.61	12/02/2004	12/02/2014	Common	69,000

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
LESAR DAVID J 1401 MCKINNEY SUITE 2400 HOUSTON, TX 77010	X		Chairman, Pres. and CEO			

Signatures

Common

Stock

Robert L. Hayter, by Power of Attorney 12/22/2005

**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 August 2, 2005.
- (2) Options disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 2, 2005.

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.

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