

Brown James S
 Form 4
 December 07, 2018

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 *
 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)

(Last) (First) (Middle)
 1125 17TH STREET, SUITE 1900
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/04/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President - Western Hemisphere

DENVER, CO 80202

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 or (D) Price | | |
| Common Stock | 12/04/2018 | | F | | 11,451 (1) | D | \$ 31.44 96,065.144 D |
| Common Stock | 12/05/2018 | | F | | 2,815 (1) | D | \$ 32.66 93,317.138 (2) D |
| Common Stock | 12/05/2018 | | A | | 38,900 (3) | A | \$ 31.44 132,217.138 (4) D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Option to Buy Common Stock | \$ 31.44 | 12/05/2018 | | A | 66,800 | 12/05/2018 ⁽⁵⁾ 12/05/2028 | Common Stock 66,800 |
| Option to Buy Common Stock | \$ 43.38 | | | | | 12/06/2017 12/06/2027 | Common Stock 48,000 |
| Option to Buy Common Stock | \$ 53.54 | | | | | 12/07/2016 12/07/2026 | Common Stock 40,100 |
| Option to Buy Common Stock | \$ 38.95 | | | | | 12/02/2015 12/02/2025 | Common Stock 58,700 |
| Option to Buy Common Stock | \$ 40.75 | | | | | 12/03/2014 12/03/2024 | Common Stock 59,500 |
| Option to Buy Common Stock | \$ 50.62 | | | | | 12/04/2013 12/04/2023 | Common Stock 45,500 |
| Option to Buy Common Stock | \$ 33.5 | | | | | 12/05/2012 12/05/2022 | Common Stock 56,900 |
| Option to Buy Common Stock | \$ 35.57 | | | | | 12/06/2011 12/06/2021 | Common Stock 43,700 |

| | | | | | |
|--------------------------------|---------------------|------------|------------|--------------|------|
| Option to Buy Common Stock | \$ 39.19 | 12/01/2010 | 12/01/2020 | Common Stock | 26,1 |
| 06/2017 Restricted Stock Units | \$ 0 ⁽⁶⁾ | <u>(7)</u> | <u>(7)</u> | Common Stock | 108, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown James S 1125 17TH STREET SUITE 1900 DENVER, CO 80202 | | | President - Western Hemisphere | |

Signatures

/s/ Bruce A. Metzinger, by Power of Attorney
 Date: 12/07/2018

__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 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.
- (2) Includes 66,994 shares of stock purchased through the Halliburton Company Employee Stock Purchase Plan for the period ended September 30, 2018.
- (3) Shares awarded pursuant to the Halliburton Company Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.
- (4) December 5, 2018 was declared a Federal Holiday. On December 4, 2018, the closing price of Halliburton Company's Common Stock on the New York Stock Exchange was \$31.44.
- (5) The options awarded 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 grant.
- (6) Each Restricted Stock Unit represents the right to receive one share of common stock.
- (7) One-half of the Restricted Stock Units vest and distribute as common stock effective December 31, 2019. The other one-half will be valued on December 31, 2019 and distribute as cash in three equal annual installments beginning December 31, 2020.

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.