

LESAR DAVID J
Form 4
December 04, 2008

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

OMB
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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)
12/02/2008

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)

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	12/02/2008		A	253,028 (1)	A 15.42 (2)	1,199,524.29	D
Common Stock	12/02/2008		D	10,644 (3)	D 15.42	1,188,880.29	D
Common Stock					40,000	I	Partnership

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Option to Buy Common Stock	\$ 15.42	12/02/2008		A	262,075 (4)	12/02/2008(5)	12/02/2018	Common Stock	262,075
Option to Buy Common Stock	\$ 19.31					12/02/2004	12/02/2014	Common Stock	46,000
Option to Buy Common Stock	\$ 22.04					03/03/2005	03/03/2015	Common Stock	133,000
Option to Buy Common Stock	\$ 36.9					12/05/2007	12/05/2017	Common Stock	110,000
Option to Buy Common Stock	\$ 33.17					12/06/2006	12/06/2016	Common Stock	348,000
Option to Buy Common Stock	\$ 32.39					12/07/2005	12/07/2015	Common Stock	180,000

Reporting Owners

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

HOUSTON, TX 77010

Signatures

Robert L. Hayter, by Power of
Attorney

12/04/2008

__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 2, 2008 the closing price of Halliburton Company Common Stock on the New York Stock Exchange was \$15.42.
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) 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 awarded become exercisable on each of the first, second and third anniversaries of the grant in cumulative increments on one-third each of the number of shares subject to the grant.
- (5)

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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