

Brown James S  
 Form 4  
 February 15, 2011

**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

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

DENVER, CO 80202

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/11/2011

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)  
 President - Western Hemisphere

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
| Common Stock                    | 02/11/2011                           |                                                    | D                              | 686 <sup>(1)</sup>                                                | \$ 44.64                                                                                      | 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) | 8. Pr Deri Secu (Inst |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                 | Amount or Number of Shares |
| Option to Buy Common Stock                 | \$ 39.19                                               |                                      |                                                    |                                |                                                                                         | 12/01/2010                                               | 12/01/2020                                                    | Common Stock          | 26,100                     |
| Option to Buy Common Stock                 | \$ 29.35                                               |                                      |                                                    |                                |                                                                                         | 12/01/2009                                               | 12/01/2019                                                    | Common Stock          | 45,600                     |
| Option to Buy Common Stock                 | \$ 15.42                                               |                                      |                                                    |                                |                                                                                         | 12/02/2008                                               | 12/02/2018                                                    | Common Stock          | 49,700                     |
| Option to Buy Common Stock                 | \$ 35.67                                               |                                      |                                                    |                                |                                                                                         | 02/13/2008                                               | 02/13/2018                                                    | Common Stock          | 10,000                     |
| Option to Buy Common Stock                 | \$ 22.55                                               |                                      |                                                    |                                |                                                                                         | 04/07/2005                                               | 04/07/2015                                                    | Common Stock          | 2,193                      |
| Option to Buy Common Stock                 | \$ 33.02                                               |                                      |                                                    |                                |                                                                                         | 01/06/2006                                               | 01/06/2016                                                    | Common Stock          | 6,000                      |
| Option to Buy Common Stock                 | \$ 29.97                                               |                                      |                                                    |                                |                                                                                         | 01/03/2007                                               | 01/03/2017                                                    | Common Stock          | 13,400                     |

## 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

Robert L. Hayter, by Power of  
Attorney

02/15/2011

\_\_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).

Shares transferred to Halliburton Company for payment for Federal tax withholding obligations on lapse of restrictions on shares issued (1) under the Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.

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.