

HALLIBURTON CO
Form 4
March 07, 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 *
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)
03/03/2005

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 | 03/03/2005 | | D | 700 (1) D | \$ 41.42 793,785 | 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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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 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 | \$ 44.08 | 03/03/2005 | | A | 100,000 (2) | 03/03/2005 ⁽³⁾ | 03/03/2015 | Common Stock | 100,000 |
| Option to Buy Common Stock | \$ 38.61 | | | | | 12/02/2004 | 12/02/2014 | Common Stock | 69,000 |
| Option to Buy Common Stock | \$ 26.03 | | | | | 01/02/2004 | 01/02/2014 | Common Stock | 100,000 |
| Option to Buy Common Stock | \$ 22.75 | | | | | 12/06/1996 | 12/06/2005 | Common Stock | 50,000 |
| Option to Buy Common Stock | \$ 26.437 | | | | | 02/14/1997 | 02/14/2006 | Common Stock | 30,000 |
| Option to Buy Common Stock | \$ 29.56 | | | | | 12/04/1997 | 12/04/2006 | Common Stock | 80,000 |
| Option to Buy Common Stock | \$ 54.5 | | | | | 12/03/1998 | 12/03/2007 | Common Stock | 60,000 |
| Option to Buy Common Stock | \$ 28.125 | | | | | 12/02/1999 | 12/02/2008 | Common Stock | 65,000 |
| Option to Buy Common Stock | \$ 39.5 | | | | | 12/02/2000 | 12/02/2009 | Common Stock | 260,000 |

Stock

Option to
Buy
Common
Stock

\$ 51.5

09/14/2001

09/14/2010

Common
Stock

300

Option to
Buy
Common
Stock

\$ 31.55

04/01/2003

07/19/2011

Common
Stock

154

Reporting Owners

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

Signatures

Margaret E.
Carriere

03/07/2005

**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 transferred to Halliburton Company for payment for Federal Income 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.

(2) 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.

(3) 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.

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