

HALLIBURTON CO
Form 4
December 06, 2013

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 *
Rainey Joe D

(Last) (First) (Middle)

EMIRATES TOWER, 13TH FLOOR, SHEIKH ZAYED ROAD, P.O. BOX 3111

(Street)

DUBAI, CO 00000

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/04/2013

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)
Pres., Eastern 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	12/04/2013		A		31,200 (1)	A	\$ 50.62 (2)	207,544.69	D	
Common Stock	12/05/2013		M		18,967	A	\$ 33.5	226,511.69	D	
Common Stock	12/05/2013		S		18,967 (3)	D	\$ 50.6 (4)	207,544.69	D	
Common Stock	12/05/2013		D		3,372 (5)	D	\$ 50.48	204,172.69	D	

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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. 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
Option to Buy Common Stock	\$ 50.62	12/04/2013		A	45,500 (6)	12/04/2013(7) 12/04/2023	Common Stock
Option to Buy Common Stock	\$ 33.5	12/05/2013		M	18,967 (8)	12/05/2012 12/05/2022	Common Stock
Option to Buy Common Stock	\$ 35.57					12/06/2011 12/06/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rainey Joe D
EMIRATES TOWER, 13TH FLOOR
SHEIKH ZAYED ROAD, P.O. BOX 3111
DUBAI, CO 00000

Pres., Eastern Hemisphere

Signatures

Robert L. Hayter, by Power of Attorney

12/06/2013

__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 Stock and Incentive Plan. Said Plan provides for the surrender of common stock to the Issuer to satisfy withholding tax obligations.

(2) On December 4, 2013, the closing price of Halliburton Company's Common Stock on the New York Stock Exchange was \$50.62.

(3) The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 25, 2013.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.32 to \$50.82, inclusive. The Reporting Person undertakes to provide to Halliburton Company, any security holder of Halliburton Company, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

(4) 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.

(6) Stock options 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.

(7) 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.

(8) Options disposed of through exercise pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 25, 2013.

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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