

Brown James S  
Form 4  
February 24, 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)  
02/22/2011

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	02/22/2011		M	V	2,193 A \$ 22.55	283,299.47	D
Common Stock	02/22/2011		S		1,193 D \$ 48.17	282,106.47	D
Common Stock	02/22/2011		S		1,000 D \$ 48.18	281,106.47	D
Common Stock	02/22/2011		S		18,508 D \$ 48.16	262,598.47	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 displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy Common Stock	\$ 22.55	02/22/2011		M		2,193		04/07/2005	04/07/2015	Common Stock	2,193
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	\$ 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

