

GIBSON JOHN W JR
Form 4
January 04, 2005

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 *
GIBSON JOHN W JR

(Last) (First) (Middle)
4318 ORCHARD CHASE CT
(Street)

KATY, X1 77450

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2004

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)
Former CEO Energy Ser Grp

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 | 12/30/2004 | | M | (A) or (D) | 119,970 <u>(1)</u> | A | <u>(2)</u> 155,885 D |
| Common Stock | 12/30/2004 | | S | (A) or (D) | 119,970 <u>(3)</u> | D | \$ 39.21 155,885 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)

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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 | \$ 26.03 | 12/30/2004 | | M | | 32,940 | | 01/02/2004 | 01/02/2014 | Common Stock | 32,940 |
| Option to Buy Common Stock | \$ 26.875 | 12/30/2004 | | M | | 34,000 | | 10/04/1996 | 10/04/2006 | Common Stock | 34,000 |
| Option to Buy Common Stock | \$ 29.5625 | 12/30/2004 | | M | | 24,000 | | 12/04/1996 | 12/04/2006 | Common Stock | 24,000 |
| Option to Buy Common Stock | \$ 28.125 | 12/30/2004 | | M | | 12,000 | | 12/02/1998 | 12/02/2009 | Common Stock | 12,000 |
| Option to Buy Common Stock | \$ 34.75 | 12/30/2004 | | M | | 39,000 | | 12/06/2000 | 12/06/2010 | Common Stock | 39,000 |
| Option to Buy Common Stock | \$ 31.55 | 12/30/2004 | | M | | 21,938 | | 07/19/2001 | 07/19/2011 | Common Stock | 21,938 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| GIBSON JOHN W JR 4318 ORCHARD CHASE CT KATY, X1 77450 | | | | Former CEO Energy Ser Grp |

Signatures

John W. Gibson,
Jr.

01/04/2005

__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).

- Reporting person's employment and position as an officer was terminated as of December 2, 2004. Reporting person is filing this Form 4
- (1) voluntarily to report post-termination transactions. Filing person is not aware of any pre-termination matchable transactions. This number includes the aggregate of all employee stock options exercised on 12/30/2004.
 - (2) Shares acquired at exercise prices of employee stock options (\$26.875, \$29.5625, \$28.125, \$34.75, \$31.55)
 - (3) Share were sold in a broker-assisted cashless exercise pursuant to procedures put in place by issuer.
 - (4) Options expired for non-exercised underlying shares of common stock.

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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