

Pope Lawrence J
Form 4
May 31, 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 *
Pope Lawrence J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
HALLIBURTON COMPANY, 3000
N. SAM HOUSTON PARKWAY E.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Administration & CHRO

HOUSTON, TX 77032

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/26/2011		M		3,000	A	\$ 14.43
Common Stock	05/26/2011		S		<u>3,000</u> (1)	D	\$ 50

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	\$ 14.43	05/26/2011		M		3,000	(2)	03/16/2004	03/16/2014	Common Stock	3,000
Option to Buy Common Stock	\$ 39.19							12/01/2010	12/01/2020	Common Stock	23,000
Option to Buy Common Stock	\$ 29.35							12/01/2009	12/01/2019	Common Stock	26,500
Option to Buy Common Stock	\$ 15.42							12/02/2008	12/02/2018	Common Stock	21,100
Option to Buy Common Stock	\$ 36.9							12/05/2007	12/05/2017	Common Stock	9,100
Option to Buy Common Stock	\$ 33.17							12/06/2006	12/06/2016	Common Stock	10,400
Option to Buy Common Stock	\$ 20.89							02/17/2005	02/17/2015	Common Stock	12,000
Option to Buy Common Stock	\$ 32.29							12/07/2005	12/07/2015	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pope Lawrence J HALLIBURTON COMPANY 3000 N. SAM HOUSTON PARKWAY E. HOUSTON, TX 77032			EVP Administration & CHRO	

Signatures

Robert L. Hayter, by Power of Attorney

05/31/2011

__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).

(1) The sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 23, 2011.

(2) Options disposed of through exercise pursuant to a Rule 10b1-5 trading plan adopted by the Reporting Person on February 23, 2011.

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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