

HALLIBURTON CO  
Form 4  
May 07, 2007

**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 \*  
SMITH DAVID RICH

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)

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

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

HALLIBURTON COMPANY, 2101 CITY WEST BLVD. BLDG., 1 STE. 200

05/03/2007

Vice President - Tax

(Street)

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

HOUSTON, TX 77042

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 05/03/2007                           |  | M                              |   | 15,200 A \$ 19.437  | 83,614   | D   |
| Common Stock                    | 05/03/2007                           |  | M                              |   | 16,822 A \$ 18.41   | 100,436  | D   |
| Common Stock                    | 05/03/2007                           |  | M                              |   | 16,820 A \$ 20.406  | 117,256  | D   |
| Common Stock                    | 05/03/2007                           |  | M                              |   | 16,822 A \$ 19.406  | 134,078  | D   |
| Common Stock                    | 05/03/2007                           |  | A                              |   | 3,040 (1) A \$ 32.27  | 137,118  | D   |

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|              |            |   |                     |   |          |         |   |              |
|--------------|------------|---|---------------------|---|----------|---------|---|--------------|
| Common Stock | 05/03/2007 | A | <u>3,364</u><br>(1) | A | \$ 32.27 | 140,482 | D |              |
| Common Stock | 05/03/2007 | A | <u>3,364</u><br>(1) | A | \$ 32.27 | 143,846 | D |              |
| Common Stock | 05/03/2007 | A | <u>3,365</u><br>(1) | A | \$ 32.27 | 147,211 | D |              |
| Common Stock |            |   |                     |   |          | 861.28  | I | Master Trust |

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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(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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Option to Buy Common Stock                 | \$ 19.437  | 05/03/2007                           |  | M                              | 15,200  | 11/20/1998 11/20/2007                                    | Common Stock 15,200   |
| Option to Buy Common Stock                 | \$ 18.41   | 05/03/2007                           |  | M                              | 16,822  | 07/15/1998 01/15/2008                                    | Common Stock 16,822   |
| Option to Buy Common Stock                 | \$ 19.406  | 05/03/2007                           |  | M                              | 16,822  | 01/15/1999 01/15/2008                                    | Common Stock 16,822   |
| Option to Buy Common Stock                 | \$ 20.406  | 05/03/2007                           |  | M                              | 16,820  | 01/15/2000 01/15/2008                                    | Common Stock 16,820   |
| Option to Buy                              | \$ 32.39   |                                      |  |                                |   | 12/07/2005 12/07/2015                                    | Common Stock 3,800  |

|                            |          |            |            |              |        |  |
|----------------------------|----------|------------|------------|--------------|--------|--|
| Common Stock               |          |            |            |              |        |  |
| Option to Buy Common Stock | \$ 13.02 | 01/02/2004 | 01/02/2014 | Common Stock | 6,666  |  |
| Option to Buy Common Stock | \$ 15.78 | 04/01/2003 | 07/19/2011 | Common Stock | 6,186  |  |
| Option to Buy Common Stock | \$ 10.95 | 04/01/2003 | 10/01/2011 | Common Stock | 6,186  |  |
| Option to Buy Common Stock | \$ 6.14  | 04/01/2003 | 04/01/2012 | Common Stock | 6,186  |  |
| Option to Buy Common Stock | \$ 8.38  | 04/01/2003 | 04/01/2012 | Common Stock | 6,186  |  |
| Option to Buy Common Stock | \$ 19.31 | 12/02/2004 | 12/02/2014 | Common Stock | 4,800  |  |
| Option to Buy Common Stock | \$ 19.75 | 12/02/2000 | 12/02/2009 | Common Stock | 21,000 |  |
| Option to Buy Common Stock | \$ 19.78 | 02/23/2002 | 02/23/2011 | Common Stock | 21,000 |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| SMITH DAVID RICH<br>HALLIBURTON COMPANY<br>2101 CITY WEST BLVD. BLDG., 1 STE. 200<br>HOUSTON, TX 77042 |               |           | Vice President - Tax |       |

## Signatures

Robert L. Hayter, by Power of  
Attorney

05/07/2007

\_\_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).

Under the terms of of Dresser's 1992 Stock Compensation Plan which was assumed by Halliburton Company pursuant to the Merger, one (1) (1) restricted share of Halliburton Company common stock will be issued for every five (5) shares of the related stock option exercised and held for three (3) years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.