

Rainey Joe D  
Form 4  
December 08, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Rainey Joe D

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

3. Date of Earliest Transaction (Month/Day/Year)  
12/06/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Pres., Eastern Hemisphere

(Street)  
DUBAI, C0 00000

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 Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	12/06/2011		A		83,900 (1)	A	\$ 35.57 (2)
					170,915.69	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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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	\$ 35.57	12/06/2011		A		43,700 (3)		12/06/2011 <sup>(4)</sup>	12/06/2021	Common Stock	43,700
Option to Buy Common Stock	\$ 39.19							12/01/2010	12/01/2020	Common Stock	25,900
Option to Buy Common Stock	\$ 14.43							03/16/2004	03/16/2014	Common Stock	5,080
Option to Buy Common Stock	\$ 22.56							04/07/2005	04/07/2015	Common Stock	2,620
Option to Buy Common Stock	\$ 33.03							01/06/2006	01/06/2016	Common Stock	3,800
Option to Buy Common Stock	\$ 29.87							01/03/2007	01/03/2017	Common Stock	3,100
Option to Buy Common Stock	\$ 38.01							01/04/2008	01/04/2018	Common Stock	4,000
Option to Buy Common Stock	\$ 15.1							12/03/2008	12/03/2018	Common Stock	14,120
Option to Buy Common Stock	\$ 30.09							01/01/2010	01/01/2020	Common Stock	10,800

## 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, C0 00000			Pres., Eastern Hemisphere	

## Signatures

Robert L. Hayter, by Power of Attorney  
Date: 12/08/2011

\_\_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) 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 6, 2011, the closing price of Halliburton Company's Common Stock on the New York Stock Exchange was \$35.57.
  - (3) 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.
  - (4) The options granted 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 option.

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.