

HALLIBURTON CO
Form 4
February 23, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MIRE WELDON J

(Last) (First) (Middle)

**HALLIBURTON
COMPANY, 10200 BELLAIRE
BLVD.**

(Street)

HOUSTON, TX 77072

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Vice Pres - Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
				(A) or (D)			
Common Stock	02/21/2005		D	50 ⁽¹⁾	\$ 37.01	33,253.15	D
Common Stock	02/21/2005		D	408 ⁽¹⁾	\$ 39.24	32,845.15	D
Common Stock	02/21/2005		A	1.017 ⁽²⁾	\$ 41.13	860.114	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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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)		8. Pr Deri Secu (Inst
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy Common Stock	\$ 38.61					12/02/2004	12/02/2014	Common Stock	4,500	
Option to Buy Common Stock	\$ 26.03					01/02/2004	01/02/2014	Common Stock	6,810	
Option to Buy Common Stock	\$ 39.5					12/02/2000	12/02/2009	Common Stock	3,000	
Option to Buy Common Stock	\$ 29.0625					02/17/2000	02/17/2009	Common Stock	1,800	
Option to Buy Common Stock	\$ 31.55					04/01/2003	07/19/2011	Common Stock	3,225	
Option to Buy Common Stock	\$ 39.55					02/23/2002	02/23/2011	Common Stock	7,500	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MIRE WELDON J HALLIBURTON COMPANY 10200 BELLAIRE BLVD. HOUSTON, TX 77072	Vice Pres - Human Resources

Signatures

Margaret E. Carriere, by Power of Attorney	02/22/2005
**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).
- Shares transferred to Halliburton Company for payment for Federal Income Tax withholding obligations on lapse of restrictions on shares
- (1) issued under the 1993 Stock and Incentive Plan. Said Plan permits Reporting Person to satisfy withholding tax obligation by transferring unrestricted shares to the Issuer.
 - (2) Reporting Person's beneficial interest in 860.114 shares of Halliburton Company Common Stock by the Halliburton Company Employee Benefit Master Trust No. 3, which shares are 100% vested.

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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