

LESAR DAVID J  
Form 4  
November 10, 2004

**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 \*  
LESAR DAVID J

(Last) (First) (Middle)

1401 MCKINNEY, SUITE 2400

(Street)

HOUSTON, TX 77010

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/09/2004

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)

Chairman, Pres. and CEO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/09/2004		M		12,002	A	\$ 16.56
Common Stock	11/09/2004		S		7,002	D	\$ 36.89
Common Stock	11/09/2004		S		5,000	D	\$ 36.9
Common Stock	11/09/2004		S		1,056	D	\$ 36.79
Common Stock	11/09/2004		S		300	D	\$ 36.77
							767,368
							760,366
							755,366
							754,310
							754,010

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Common Stock	11/09/2004		S	2,100	D	\$ 36.75	751,910	D	
Common Stock							20,000	I	Partnership

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)

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	\$ 16.56	11/09/2004		M	12,002	12/09/1995	12/09/2004	Common Stock	12,002
Option to Buy Common Stock	\$ 26.03					01/02/2004	01/02/2014	Common Stock	100,000
Option to Buy Common Stock	\$ 22.75					12/06/1996	12/06/2005	Common Stock	50,000
Option to Buy Common Stock	\$ 26.437					02/14/1997	02/14/2006	Common Stock	30,000
Option to Buy Common Stock	\$ 29.56					12/04/1997	12/04/2006	Common Stock	80,000
Option to Buy Common Stock	\$ 54.5					12/03/1998	12/03/2007	Common Stock	60,000

Stock

Option to  
Buy  
Common  
Stock

\$ 28.125

12/02/1999 12/02/2008

Common  
Stock

65,000

Option to  
Buy  
Common  
Stock

\$ 39.5

12/02/2000 12/02/2009

Common  
Stock

260,100

Option to  
Buy  
Common  
Stock

\$ 51.5

09/14/2001 09/14/2010

Common  
Stock

300,000

Option to  
Buy  
Common  
Stock

\$ 31.55

04/01/2003 07/19/2001

154,408

154,408

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LESAR DAVID J 1401 MCKINNEY SUITE 2400 HOUSTON, TX 77010	X		Chairman, Pres. and CEO	

## Signatures

Michael A. Weberpal, by Power of Attorney  
11/10/2004

\_\_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) Of the 12,002 shares, 5,000 shares were sold at a price of \$36.90 and 7,002 shares were sold at a price of \$36.89.

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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