

Pope Lawrence J
Form 4
August 22, 2006

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)
1401 MCKINNEY STREET, SUITE 2400

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Pres, HR and Admin

(Street)
HOUSTON, TX 77010

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 | 07/24/2006 ⁽¹⁾ | | D | | 16 ⁽²⁾ D 33.72 ⁽³⁾ \$ 78,350.02 ⁽⁴⁾ | D | |
| Common Stock | 08/07/2006 ⁽¹⁾ | | D | | 371 ⁽²⁾ D 33.72 \$ 77,979.02 | D | |
| Common Stock | 08/18/2006 | | D | | 16 ⁽²⁾ D 32.87 \$ 78,249.3 ⁽⁵⁾ | D | |

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 | \$ 27.25 (3) | | | | | 12/03/1997 | 12/03/2007 | Common Stock | 4,050 (6) |
| Option to Buy Common Stock | \$ 14.53 (3) | | | | | 02/17/1999 | 02/17/2009 | Common Stock | 4,854 (6) |
| Option to Buy Common Stock | \$ 19.75 (3) | | | | | 12/02/1999 | 12/02/2009 | Common Stock | 3,920 (6) |
| Option to Buy Common Stock | \$ 21.25 (3) | | | | | 03/03/2000 | 04/03/2010 | Common Stock | 1,160 (6) |
| Option to Buy Common Stock | \$ 15.78 (3) | | | | | 07/19/2001 | 07/19/2011 | Common Stock | 10,350 (6) |
| Option to Buy Common Stock | \$ 14.43 (3) | | | | | 03/16/2004 | 03/16/2014 | Common Stock | 13,900 (6) |
| Option to Buy Common Stock | \$ 20.89 (3) | | | | | 02/17/2005 | 02/17/2015 | Common Stock | 12,000 (6) |

| | | | | | |
|----------------------------|-----------------|------------|------------|--------------|--------------|
| Option to Buy Common Stock | \$ 32.39 (3) | 12/07/2005 | 12/07/2015 | Common Stock | 7,000 (6) |
| Option to Buy Common Stock | \$ 19.78 (3) | 02/23/2001 | 02/23/2011 | Common Stock | 4,200 (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pope Lawrence J 1401 MCKINNEY STREET SUITE 2400 HOUSTON, TX 77010 | | | Vice Pres, HR and Admin | |

Signatures

Robert L. Hayter, by Power of Attorney
08/22/2006

__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) Due to an administrative error occurring during conversion to an external third party administrator, this transaction was inadvertently not filed in a timely manner.
Shares transferred to Halliburton Company for payment for Federal tax withholding obligations on lapse of restrictions on shares 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) Exercise price has been adjusted to reflect a 2-for-1 stock split on July 17, 2006.
- (3) Amount of securities beneficially owned has been adjusted to reflect a 2-for-1 stock split on July 17, 2006.
- (4) Includes 286.28 shares of stock acquired under the Halliburton Company Employee Stock Purchase Plan through July 2006.
- (5) The number of derivative securities has been adjusted to reflect a 2-for-1 stock split on July 17, 2006.

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.