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HALLIBURTON CO
Form 8-K
March 28, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (date of earliest event reported)

MARCH 27, 2003

Halliburton Company
(Exact name of registrant as specified in its charter)

State or other
jurisdiction
of incorporation

Commission
File Number

IRS Employer
Identification
Number

Delaware

1-3492

No. 75-2677995

4100 Clinton Drive
Houston, Texas 77020-6299
(Address of principal executive offices)

Registrant's telephone number,
including area code - 713-676-3011

INFORMATION TO BE INCLUDED IN REPORT

Item 9. Regulation FD Disclosure

On March 27, 2003 registrant issued a press release entitled
"Halliburton 2002 Fourth Quarter Adjustments."

The text of the press release is as follows:

HALLIBURTON 2002 FOURTH QUARTER ADJUSTMENTS

HOUSTON -- Halliburton (NYSE:HAL) announced today that subsequent to the issuance of its 2002 fourth quarter earnings press release on February 20, 2003, the Company recorded an additional \$3 million expense, net of tax, to continuing operations and an \$11 million expense, net of tax, to discontinued operations for an overall decrease in net income for the fourth quarter of 2002 of \$14 million. The \$3 million adjustment to continuing operations relates to the results of a majority owned consolidated foreign joint venture. The \$11 million adjustment to discontinued operations relates to a reduction in estimated insurance recoveries for asbestos and silica claims and was the result of a recent announcement regarding the financial viability of an insurance carrier that was voluntarily placed in rehabilitation.

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In estimating the probable insurance recoveries related to asbestos and silica liability claims, the Company with assistance from Peterson Consulting, its third party insurance estimator, assumed that no recovery from insolvent carriers would be received. On March 5, 2003, the New Hampshire Insurance Department announced that The Home Insurance Company had been voluntarily placed in rehabilitation. Based upon this announcement, the Company believes The Home Insurance Company should be treated as an insolvent carrier for purposes of computing insurance recoveries. As a result, the Company has revised the estimate of probable insurance recoveries as of December 31, 2002 to exclude any recoveries from The Home Insurance Company and has recorded an \$11 million expense, net of tax, to discontinued operations in 2002. Although the Company has adopted this accounting treatment, the Company will continue to pursue all of its claims against all insolvent insurance carriers.

In addition, the Company recorded an aggregate \$3 million expense, net of taxes, related to one of its majority owned consolidated foreign joint ventures in the Engineering and Construction segment, which affected depreciation expense, tax expense and minority interest expense.

After the effect of these adjustments, the Company's fourth quarter 2002 net loss from continuing operations remains at \$0.30 per share, unchanged from the earnings per share previously announced for the fourth quarter. In addition, the Company's 2002 fourth quarter net income from continuing operations on a pro forma basis remains unchanged at \$0.24 per share. Reconciliations of the pro forma financial results and the adjusted financial results are included in the attached tables.

Halliburton, founded in 1919, is one of the world's largest providers of products and services to the petroleum and energy industries. The Company serves its customers with a broad range of products and services through its Energy Services Group and Engineering and Construction Group business segments. The Company's World Wide Web site can be accessed at www.halliburton.com.

HALLIBURTON COMPANY Consolidated Statements of Income (Unaudited)

	Quarter Ended December 31		Twelve Mon Decemb
	2002	2001	2002
	Millions of dollars except per share		
Revenues			
Energy Services Group	\$ 1,714	\$ 1,913	\$ 6,836
Engineering and Construction Group	1,634	1,259	5,736
	-----	-----	-----
Total revenues	\$ 3,348	\$ 3,172	\$ 12,572
	=====	=====	=====
Operating income			
Energy Services Group	\$ 199	\$ 258	\$ 638
Engineering and Construction Group	(189)	27	(685)
General corporate	(31)	(13)	(65)

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Total operating income (loss)	(21)	272	(112)
Interest expense	(22)	(32)	(113)
Interest income	8	9	32
Foreign currency gain (losses), net	(13)	(4)	(25)
Other, net	(12)	-	(10)
Income (loss) from continuing operations before income taxes, minority interests, and change in accounting method	(60)	245	(228)
(Provision) benefit for income taxes	(49)	(99)	(80)
Minority interest in net income of subsidiaries	(23)	(5)	(38)
Income (loss) from continuing operations before change in accounting method	(132)	141	(346)
Discontinued operations, net			
Income (loss) from discontinued operations	(484)	(2)	(652)
Gain on disposal of discontinued operations	-	-	-
Income (loss) from discontinued operations	(484)	(2)	(652)
Cumulative effect of change in accounting method, net	-	-	-
Net income (loss)	\$ (616)	\$ 139	\$ (998)
Basic income per share:			
Continuing operations	\$ (0.30)	\$ 0.33	\$ (0.80)
Discontinued operations, net			
Income (loss) from discontinued operations	(1.12)	(0.01)	(1.51)
Gain on disposal of discontinued operations	-	-	-
Income (loss) from discontinued operations	(1.12)	(0.01)	(1.51)
Net income (loss)	\$ (1.42)	\$ 0.32	\$ (2.31)
Diluted income per share:			
Continuing operations	\$ (0.30)	\$ 0.33	\$ (0.80)
Discontinued operations, net			
Income (loss) from discontinued operations	(1.12)	(0.01)	(1.51)
Gain on disposal of discontinued operations	-	-	-
Income from discontinued operations	(1.12)	(0.01)	(1.51)
Net income (loss)	\$ (1.42)	\$ 0.32	\$ (2.31)
Basic average common shares outstanding	433	429	432
Diluted average common shares outstanding	433	430	432

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TABLE 1

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HALLIBURTON COMPANY Reconciliation of As Reported Results to Pro Forma Results Three months ended December 31, 2002 (Unaudited)

	Operating Income/ (loss), Pretax	Other Income/ (Expense) - (including interest)	(Provision) Benefit for Taxes	Minority Interest	I (lo Con Ope
Pro forma results (excluding items below):	\$ 239	\$ (33)	\$ (81)	\$ (23)	\$
Loss on equity investment	-	(9)	3	-	
Brazil project loss	2	-	(1)	-	
Demutualization of an insurance company	1	3	(2)	-	
Asbestos charge	(234)	-	20	-	
Restructuring costs	(29)	-	12	-	
As reported	\$ (21)	\$ (39)	\$ (49)	\$ (23)	\$

TABLE 2

HALLIBURTON COMPANY Reconciliation of As Reported Results to Pro Forma Results Twelve months ended December 31, 2002 (Unaudited)

	Operating Income/ (loss), Pretax	Other Income/ (Expense) - (including interest)	(Provision) Benefit for Taxes	Minority Interest	I (lo Con Ope
Pro forma results (excluding items below):	\$ 796	\$ (109)	\$ (267)	\$ (38)	\$
Sale of EMC	108	3	(43)	-	
Patent lawsuit	(98)	(4)	40	-	
Highlands receivable write-off	(80)	-	31	-	
Demutualization of an insurance company	29	3	(13)	-	
Restructuring costs	(107)	-	42	-	
Brazil project loss	(117)	-	45	-	
Asbestos charge	(564)	-	82	-	
Loss on equity investment	(79)	(9)	3	-	
As reported	\$ (112)	\$ (116)	\$ (80)	\$ (38)	\$

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TABLE 3

HALLIBURTON COMPANY
Reconciliation of Previously Issued As Reported Results to Adjusted As Reported Results
Three months ended December 31, 2002
(Unaudited)

	Previously Issued As Reported Results	Insolvency of Insurer	Joint Venture Operations
Operating Income/(loss) Pretax	\$ (27)	\$ -	\$ 6
Other Income/(Expense) - (including interest)	(39)	-	-
(Provision) Benefit for Taxes	(50)	-	1
Minority Interest in Net Income of Subsidiaries	(13)	-	(10)
Net Income/(loss) from Continuing Operations	(129)	-	(3)
Income (loss) from Discontinued Operations	(473)	(11)	
Net Income	\$ (602)	\$ (11)	\$ (3)
Earnings/(loss) per Share from Continuing Operations	\$ (0.30)	\$ -	\$ -

TABLE 4

HALLIBURTON COMPANY
Reconciliation of Previously Issued As Reported Results to Adjusted As Reported Results
Twelve months ended December 31, 2002
(Unaudited)

	Previously Issued As Reported Results	Insolvency of Insurer	Joint Venture Operations
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Operating Income/(loss) Pretax	\$ (118)	\$ -	\$ 6
Other Income/(Expense) - (including interest)	(116)	-	-
(Provision) Benefit for Taxes	(81)	-	1
Minority Interest in Net Income of Subsidiaries	(28)	-	(10)

Net Income/(loss) from Continuing Operations	(343)	-	(3)
Income (loss) from Discontinued Operations	(641)	(11)	

Net Income	\$ (984)	\$ (11)	\$ (3)
=====			
Earnings/(loss) per Share from Continuing Operations	\$ (0.79)	\$ -	\$ (0.01)
=====			

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HALLIBURTON COMPANY

Date: March 28, 2003

By: /s/ Margaret E. Carriere

Margaret E. Carriere
Vice President and Secretary