LESAR DAVID J Form 4 January 25, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

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Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

SECURITIES

1(b).

Common

Stock

(Print or Type Responses)

1. Name and LESAR DA	Address of Reporting AVID J	Symbol	er Name and Ticker or Trading IBURTON CO [HAL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Middle) 3. Date of	of Earliest Transaction				
1401 MCK	INNEY, SUITE		Day/Year) 2006	X Director 10% Owner X Officer (give title Other (specify below) below) Chairman, Pres. and CEO			
	(Street)		endment, Date Original onth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON	N, TX 77010			Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tak	ole I - Non-Derivative Securities Ac	equired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
Common Stock	01/24/2006		D 12,377 D \$ 61.96	666,992.48 D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Ι

Partnership

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy Common Stock	\$ 39.5					12/02/2000	12/02/2009	Common Stock	92,100	
Option to Buy Common Stock	\$ 51.5					09/14/2001	09/14/2010	Common Stock	165,000	
Option to Buy Common Stock	\$ 31.55					04/01/2003	07/19/2011	Common Stock	38,602	
Option to Buy Common Stock	\$ 26.03					01/02/2004	01/02/2014	Common Stock	33,333	
Option to Buy Common Stock	\$ 64.78					12/07/2005	12/07/2015	Common Stock	90,000	
Option to Buy Common Stock	\$ 44.08					03/03/2005	03/03/2015	Common Stock	100,000	
Option to Buy Common Stock	\$ 38.61					12/02/2004	12/02/2014	Common Stock	69,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LESAR DAVID J 1401 MCKINNEY

SUITE 2400 X Chairman, Pres. and CEO

HOUSTON, TX 77010

Signatures

Margaret E. Carriere, by Power of Attorney 01/25/2006

**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).
- 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) Includes 211.502 shares of stock acquired under the Halliburton Company Employee Stock Purchase Plan for the period July 2005 through December 2005.

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.

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