

HALLIBURTON CO  
Form S-8  
May 21, 2009

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As filed with the Securities and Exchange Commission on May 21, 2009

Registration No. 333-

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

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FORM S-8

REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933

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HALLIBURTON COMPANY  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation or  
Organization)

75-2677995  
(I.R.S. Employer  
Identification No.)

5 Houston Center

1401 McKinney, Suite 2400

Houston, Texas 77010  
(Address of Principal Executive Offices) (Zip Code)

Halliburton Company Stock and Incentive Plan  
Halliburton Company Employee Stock Purchase Plan  
(Full Title of the Plan)

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Albert O. Cornelison, Jr.  
Executive Vice President and General Counsel  
Halliburton Company  
5 Houston Center

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1401 McKinney, Suite 2400  
Houston, Texas 77010

(Name and Address of Agent For Service)

(713) 759-2600

(Telephone Number, including area code, of agent for service)

Copies to:

Jonathan M. Ocker, Esq.  
Orrick, Herrington & Sutcliffe LLP  
405 Howard Street  
San Francisco, CA 94105  
(415) 773-5595

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

(Calculation of Registration Fee on following page)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Halliburton Company Stock and Incentive Plan, Common Stock, \$2.50 par value per share	34,959,680	\$21.50	\$751,633,120	\$41,941
Halliburton Company Employee Stock Purchase Plan, Common Stock, \$2.50 par value per share	20,000,000	\$21.50	\$430,000,000	\$23,994
Total	54,959,680	\$21.50		\$65,935

(1) This Registration Statement shall also cover any additional shares of Registrant's common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of Registrant's common stock.

(2) Estimated in accordance with Rules 457(c) and (h) of the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee. Computation based upon the average of the high and low prices of the

Registrant's common stock as reported on the NYSE on May 19, 2009.

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PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

Halliburton Company (the “Registrant”) hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the “Commission”):

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2008 filed with the Commission on February 18, 2009 pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above; and
- (c) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on Form 8-B (No. 001-03492) filed with the Commission on December 12, 1996, including any other amendments or reports filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of the State of Delaware or DGCL, provides that a Delaware corporation has the power, under specified circumstances, to indemnify its directors, officers, employees, and agents. Indemnification is allowed in connection with threatened, pending, or completed actions, suits, or proceedings, whether civil, criminal, administrative, or investigative, other than an action by or in right of the corporation, brought against them by reason of the fact that they were or are directors, officers, employees, or agents, for:

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- expenses, judgments, and fines; and
- amounts paid in settlement actually and reasonably incurred in any action, suit, or proceeding.

The Tenth Article of the Registrant's restated certificate of incorporation together with Section 32 of its by-laws provide for indemnification of each person who is or was made a party to any actual or threatened civil, criminal, administrative, or investigative action, suit, or proceeding because:

- (i) the person is or was an officer or director of the Registrant; or
- (ii) is a person who is or was serving at the request of the Registrant as a director, officer, employee, or agent of another corporation or of a partnership, joint venture trust, or other enterprise, including service relating to employee benefit plans,

to the fullest extent permitted by the DGCL as it existed at the time the indemnification provisions of the Registrant's restated certificate of incorporation and the by-laws were adopted or as may be amended. Section 32 of the Registrant's by-laws and the Tenth Article of its restated certificate of incorporation expressly provide that they are not the exclusive methods of indemnification.

Section 32 of the by-laws provides that the Registrant may maintain insurance, at its own expense, to protect itself and any director, officer, employee, or agent of the Registrant or of another entity against any expense, liability, or loss. This insurance coverage may be maintained regardless of whether the Registrant would have the power to indemnify the person against the expense, liability, or loss under the DGCL.

Section 102(b)(7) of the DGCL provides that a certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. However, that provision shall not eliminate or limit the liability of a director:

- (i) for any breach of the director's duty of loyalty to the corporation or its stockholders;
- (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) under Section 174 of the DGCL, relating to liability for unauthorized acquisitions or redemptions of, or dividends on, capital stock; or
- (iv) for any transaction from which the director derived an improper personal benefit.

The Fifteenth Article of the Registrant's restated certificate of incorporation contains this type of provision.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference		Exhibit	Filing Date	Herewith
		Form	File No.			
4.1	Restated Certificate of Incorporation of Halliburton Company, as currently in effect.	8-K	001-3492	3.1	June 5, 2006	
4.2	Revised By-laws of Halliburton Company, as currently in effect.	8-K	001-3492	3.1	December 5, 2008	
5.1	Opinion and Consent of Orrick, Herrington & Sutcliffe LLP					X
23.1	Consent of Independent Registered Public Accounting Firm.					X

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23.2	Consent of Orrick, Herrington & Sutcliffe LLP (contained in Exhibit 5.1).					X
24	Powers of Attorney for the following directors:					X
	Alan M. Bennett					
	James R. Boyd					
	Milton Carroll					
	S. Malcolm Gillis					
	James T. Hackett					
	Robert A. Malone					
	J. Landis Martin					
	Jay A. Precourt					
	Debra L. Reed					
99.1	Halliburton Company Stock and Incentive Plan	DEF 14-A	001-3492	Appendix B	April 6, 2009	
99.2	Form of Nonstatutory Stock Option Agreement					X
99.3	Form of Restricted Stock Agreement					X
99.4	Form of Restricted Stock Unit Agreement					X
99.5	Form of Non-Employee Director Restricted Stock Agreement					X
99.6	Halliburton Company Employee Stock Purchase Plan	DEF 14-A	001-3492	Appendix C	April 6, 2009	

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes: (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act; (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement - notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that clauses (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those clauses is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement; (2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant’s annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference into this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the indemnification provisions summarized in Item 6, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 20, 2009.

Halliburton Company

By: /s/ Albert O. Cornelison, Jr.  
 Albert O. Cornelison, Jr.,  
 Executive Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Signature	Title	Date
/s/ David J. Lesar David J. Lesar	Chairman of the Board, President and Chief Executive Officer and Director (Principal Executive Officer)	May 20, 2009
/s/ Mark A. McCollum Mark A. McCollum	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 20, 2009
/s/ Evelyn M. Angelle Evelyn M. Angelle	Vice President, Corporate Controller, and Principal Accounting Officer	May 20, 2009



*	Director
Alan M. Bennett	
*	Director
James R. Boyd	
*	Director
Milton Carroll	
*	Director
S. Malcolm Gillis	
*	Director
James T. Hackett	
*	Director
Robert A. Malone	
*	Lead Director
J. Landis Martin	
*	Director
Jay A. Precourt	
*	Director
Debra L. Reed	
By: * /s/ Albert O. Cornelison, Jr.	
Albert O. Cornelison, Jr. Attorney-in-fact	

II-

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