

Holsinger W Preston
Form 4
December 21, 2005

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 *
Holsinger W Preston

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)
12/21/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Vice President and Treasurer

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/21/2005 | | D | 150 ⁽¹⁾ | \$ 65.83 | D | |

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)

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| 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 Deriv Secur (Inst | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Buy Common Stock | \$ 64.78 | | | | | 12/07/2005 | 12/07/2015 | Common Stock | 3,000 |
| Option to Buy Common Stock | \$ 38.61 | | | | | 12/02/2004 | 12/02/2014 | Common Stock | 3,000 |
| Option to Buy Common Stock | \$ 29.56 | | | | | 12/04/1996 | 12/04/2006 | Common Stock | 4,500 |
| Option to Buy Common Stock | \$ 54.5 | | | | | 12/03/1997 | 12/03/2007 | Common Stock | 3,900 |
| Option to Buy Common Stock | \$ 28.125 | | | | | 12/02/1998 | 12/02/2008 | Common Stock | 6,000 |
| Option to Buy Common Stock | \$ 39.5 | | | | | 12/02/1999 | 12/02/2009 | Common Stock | 6,300 |
| Option to Buy Common Stock | \$ 39.55 | | | | | 02/23/2001 | 02/23/2011 | Common Stock | 6,300 |
| Option to Buy Common Stock | \$ 31.55 | | | | | 07/19/2001 | 07/19/2011 | Common Stock | 5,175 |

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| | | | | | |
|----------------------------|----------|------------|------------|--------------|-------|
| Option to Buy Common Stock | \$ 9.1 | 07/23/2002 | 07/23/2012 | Common Stock | 5,000 |
| Option to Buy Common Stock | \$ 28.86 | 03/16/2004 | 03/16/2014 | Common Stock | 3,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Holsinger W Preston 1401 MCKINNEY STREET SUITE 2400 HOUSTON, TX 77010 | | | Vice President and Treasurer | |

Signatures

Robert L. Hayter, by Power of Attorney
12/21/2005

__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.

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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