

HALLIBURTON CO
Form SC TO-I/A
April 06, 2007

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Schedule TO/A
TENDER OFFER STATEMENT UNDER SECTION
14(d)(1) OR 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 21)

Halliburton Company
(Name of Subject Company (Issuer))

Halliburton Company
(Name of Filing Person (Issuer and Offeror))

Common Stock, \$2.50 Par Value
(Title of Class of Securities)

406216101
(CUSIP Number of Class of Securities)

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

**1401 McKinney, Suite 2400
Houston, Texas 77010
Telephone (713) 759-2600**

*(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications on Behalf of Filing Persons)*

Copy to:

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CALCULATION OF FILING FEE

	Amount of Filing Fee
Transaction Valuation*	
\$3,039,401,070	\$93,310

* This valuation assumes the exchange of up to 135,627,000 shares of KBR, Inc. (KBR) common stock, par value \$0.001 per share (KBR common stock), for shares of Halliburton Company common stock, par value \$2.50 per share (Halliburton common stock). Estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(a)(4) under the Securities Exchange Act of 1934, based on the product of (i) \$22.41, the average of the high and low sale prices of KBR common stock, par value \$0.001 per share, on The New York Stock Exchange on March 1, 2007 and (ii) 135,627,000, the maximum number of shares of KBR common stock to be exchanged in the exchange offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$93,310
Form of Registration No.: Form S-4, Reg.
No. 333-141027

Filing Party: KBR, Inc.

Date Filed: March 2, 2007

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1
- issuer tender offer subject to Rule 13e-4
- going-private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

SCHEDULE TO

This Amendment No. 21 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO (as amended, the Schedule TO) initially filed with the SEC by Halliburton Company, a Delaware corporation (Halliburton), on March 2, 2007. The Schedule TO relates to the offer by Halliburton to exchange up to 135,627,000 shares of common stock, par value \$0.001 per share (KBR common stock), of KBR, Inc., a Delaware corporation (KBR), in the aggregate, for shares of Halliburton common stock, par value \$2.50 per share (Halliburton common stock), upon the terms and subject to the conditions set forth in the Prospectus Offer to Exchange, dated March 27, 2007 (the Prospectus Offer to Exchange) and the related Letter of Transmittal, copies of which are filed as Exhibits (a)(1)(i) and (a)(1)(ii) hereto (which, together with any amendments or supplements thereto, collectively constitute the Exchange Offer). Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO.

Item 4. Terms of the Transaction.

(a) Material Terms.

On April 5, 2007, Halliburton issued a press release announcing the final results of the Exchange Offer, based on the final count by the exchange agent of the Exchange Offer, as follows:

- (i) shares of Halliburton common stock tendered: 209,441,458;
- (ii) shares of Halliburton common stock tendered that were subject to proration: 209,220,510;
- (iii) odd-lot shares of Halliburton common stock tendered that were not subject to proration: 220,948;
- (iv) shares of Halliburton common stock accepted: 85,273,184; and
- (v) final proration factor that was applied to all shares of Halliburton common stock tendered (other than odd-lots not subject to proration) to determine the number of such shares that would be accepted: 40.651959%.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the exhibit referenced below.

Exhibit Number	Description
(a)(5)(iii)	Press release dated April 5, 2007.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HALLIBURTON COMPANY

Name: C. Christopher Gaut

By: /s/ C. Christopher Gaut

Title: Executive Vice President and
Chief Financial Officer

Dated: April 6, 2007

EXHIBIT INDEX

Exhibit Number	Description
(a)(1)(i)*	Prospectus Offer to Exchange, dated March 27, 2007 (incorporated by reference to KBR's filing with the SEC pursuant to Rule 424(b)(3) on March 27, 2007).
(a)(1)(ii)*	Letter of Transmittal (incorporated by reference to Exhibit 99.1 to KBR's Registration Statement on Form S-4 (File No. 333-141027) (the KBR Registration Statement)).
(a)(1)(iii)*	Notice of Guaranteed Delivery (incorporated by reference to Exhibit 99.2 to the KBR Registration Statement).
(a)(1)(iv)*	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.3 to the KBR Registration Statement).
(a)(1)(v)*	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.4 to the KBR Registration Statement).
(a)(1)(vi)*	Notice of Withdrawal (incorporated by reference to Exhibit 99.5 to the KBR Registration Statement).
(a)(1)(vii)*	Correspondence to Halliburton stockholders whose shares are held through custodial accounts with Computershare or HBOS (incorporated by reference to Exhibit 99.6 to the KBR Registration Statement).
(a)(4)(i)*	Press release dated February 26, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on February 26, 2007).
(a)(4)(ii)*	Prospectus Offer to Exchange, dated March 27, 2007 (incorporated by reference to KBR's filing with the SEC pursuant to Rule 424(b)(3) on March 27, 2007).
(a)(4)(iii)*	Press release dated March 2, 2007 announcing commencement of the Exchange Offer (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 2, 2007).
(a)(4)(iv)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 2, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 2, 2007).
(a)(4)(v)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 5, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 5, 2007).
(a)(4)(vi)*	Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 6, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 6, 2007).

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- (a)(4)(vii)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 7, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 7, 2007).
- (a)(4)(viii)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 8, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 8, 2007).
- (a)(4)(ix)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 9, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 9, 2007).
- (a)(4)(x)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 12, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 12, 2007).
- (a)(4)(xi)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 13, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 13, 2007).
- (a)(4)(xii)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 14, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 14, 2007).
- (a)(4)(xiii)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 15, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 15, 2007).
- (a)(4)(xiv)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 16, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 16, 2007).
- (a)(4)(xv)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 19, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 19, 2007).
- (a)(4)(xvi)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 20, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 20, 2007).
- (a)(4)(xvii)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 21, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 21, 2007).
- (a)(4)(xviii)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 22, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 22, 2007).
- (a)(4)(xix)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 23, 2007 (incorporated by reference to

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Halliburton's Form 425 filing with the SEC on March 23, 2007).

- (a)(4)(xx)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 26, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 26, 2007).
- (a)(4)(xxi)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 27, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 27, 2007).
- (a)(4)(xxii)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 28, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 28, 2007).
- (a)(4)(xxiii)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 1:30 p.m., New York City time, on March 29, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 29, 2007).
- (a)(4)(xxiv)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 4:30 p.m., New York City time, on March 29, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 29, 2007).
- (a)(4)(xxv)* Press release dated March 29, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 29, 2007).
- (a)(4)(xxvi)* Text of the website that is being maintained in connection with the Exchange Offer as updated at 12:00 midnight, New York City time, on April 2, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on April 3, 2007).
- (a)(4)(xxvii)* Press release dated April 3, 2007 (incorporated by reference to Halliburton's Form 425 filing with the SEC on April 3, 2007).

- (a)(5)(i)* Letter to Halliburton employees dated March 2, 2007 containing information regarding the Exchange Offer (incorporated by reference to Halliburton's Form 425 filing with the SEC on March 2, 2007).
- (a)(5)(ii)* Press release dated March 20, 2007 (incorporated by reference to Exhibit 99.1 to Halliburton's Form 8-K filed March 20, 2007).
- (a)(5)(iii)** Press release dated April 5, 2007.

- (b) None.
- (d) None.
- (g) None.

- (h)(i)* Opinion of Baker Botts L.L.P. (incorporated by reference to Exhibit 8.1 to the KBR Registration Statement).

* Previously filed.

** Filed with this
Amendment.