

KBR, INC.
Form 4
March 03, 2014

FORM 4

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

OMB APPROVAL

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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 *
Utt William P

(Last) (First) (Middle)
601 JEFFERSON, SUITE 3400

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KBR, INC. [KBR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/27/2014		A	6,438 (1) A \$ 0	49,961	D	
Common Stock	02/27/2014		A	7,079 (2) A \$ 0	57,040	D	
Common Stock	02/27/2014		A	4,457 (3) A \$ 0	61,497	D	
Common Stock	02/27/2014		A	4,253 (4) A \$ 0	65,750 (5)	D	

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

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On March 9, 2011, the reporting person was granted restricted stock units that convert to common stock at a 1-to-1 ratio and vest 20% on each anniversary of the grant date, with each vesting subject to the Company having positive net income in the prior year. This portion represents the portion that has satisfied the positive net income requirement for this year.

- (4) On March 7, 2012, the reporting person was granted restricted stock units that convert to common stock at a 1-to-1 ratio and vest 20% on each anniversary of the grant date, with each vesting subject to the Company having positive net income in the prior year. This portion represents the portion that has satisfied the positive net income requirements for this year.
- (5) This represents the balance after withholding for taxes.

- (6) On March 9, 2011, the reporting person was granted options that vest at a rate of 33 1/3% on the first anniversary, 66 2/3% on the second anniversary and 100% on the third anniversary from the original date of grant with each vesting subject to the Company having positive net income in the prior year. This represents the portion that has satisfied the positive net income requirement for this year.

- (7) On March 7, 2012, the reporting person was granted options that vest at a rate of 33 1/3 on the first anniversary, 66 2/3% on the second anniversary and 100% on the third anniversary from the original date of grant with each vesting subject to the Company having positive net income in the prior year. This represents the portion that has satisfied the positive net income requirement for this year.

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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