

Farley Andrew D
Form 4
March 05, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Farley Andrew D

(Last) (First) (Middle)

601 JEFFERSON STREET

(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)
02/22/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP - General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/22/2012		A	482 ⁽¹⁾ A \$ 0	54,776	D	
Common Stock	02/22/2012		A	849 ⁽²⁾ A \$ 0	55,625	D	
Common Stock	02/22/2012		A	624 ⁽³⁾ A \$ 0	56,249	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 12.49	02/22/2012		A		2,589 (4)		03/04/2012	03/04/2019	Common Stock	2,589
Stock Option	\$ 21.19	02/22/2012		A		3,748 (5)		03/10/2012	03/10/2020	Common Stock	3,748
Stock Option	\$ 33.65	02/22/2012		A		3,641 (6)		03/09/2012	03/01/2021	Common Stock	3,641

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Farley Andrew D 601 JEFFERSON STREET HOUSTON, TX 77002	EVP - General Counsel

Signatures

Jeffrey B. King,
Attorney-In-Fact 03/05/2012

**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).

On March 4, 2009, 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 20% that has satisfied the positive net income requirement for this year.

On March 10, 2010, the reporting person was granted restricted stock units that convert to common stock on 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 20% that has satisfied the positive net income requirement for this year.

(3)

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On March 9, 2011, the reporting person was granted restricted stock units that convert to common stock on 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 initial 20% that has satisfied the positive net income requirement.

- (4) On March 4, 2009, 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.

- (5) On March 10, 2010, 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.

- (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.

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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