KBR, INC. Form 4 March 07, 2014

FORM 4

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Add FERRAIOLI	^	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)		(Middle)	KBR, INC. [KBR] 3. Date of Earliest Transaction	(Check all applicable)			
(Last)	(First)	(Middle)		1000			
601 JEFFERSON STREET			(Month/Day/Year) 03/05/2014	Director 10% Owner _X Officer (give title Other (speci below) below) EVP Chief Financial Officer			
(Street) HOUSTON, TX 77002			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Che			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired. Disposed of, or Beneficially Owner			

(eng)	(State)	Table	: 1 - Non-De	erivative S	ecurit	ies Acq	juired, Disposed (of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Aco	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of		Securities	Form: Direct	Indirect		
(Instr. 3)		any		Code (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5	i)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/05/2014		A	12,568 (1)	A	\$0	77,568	D	

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
, , , ,	Derivative				or Disposed of	f			
	Security				(D)				
	Security				(Instr. 3, 4,				
					and 5)				
					and 3)				
									Amount
						Date	Expiration		or
						Exercisable Date		Title Nu	Number
				Code V	(A) (D		2		of Shares
				Code 1	(11) (D	,			or briares
Stock					21,875			Common	
Options \$2	\$ 27.85	03/05/2014		A	(2)	03/05/2015	03/05/2024	Stock	21,875
Options					<u>~</u>			Stock	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FERRAIOLI BRIAN K 601 JEFFERSON STREET HOUSTON, TX 77002

EVP Chief Financial Officer

Signatures

Jeffrey B. King, Attorney-In-Fact

**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).
- (1) The reporting person was granted restricted stock units that convert to common stock on a 1-to-1 ratio and vest 33 1/3% on each anniversary of the grant date.
- (2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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