## Edgar Filing: KBR, INC. - Form 4

KBR, INC.

March 03, 2016       OMB APPROVAL         FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB APPROVAL         Check this box if no longer subject to Section 16. Form 4 or Form 5       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       OMB APPROVAL         Form 4 or Form 5       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).         (Print or Type Responses)       1. Issuer Name and Ticker or Trading Symbol KBR, INC. [KBR]       S. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Month/Day/Year)       S. Relationship of Reporting Person(s) to Issuer         601 JEFFERSON STREET       03/01/2016       Dimetric Person Flied(Month/Day/Year)       Dimetric Person Form flied by More than One Reporting Person         (Chy)       (State)       (Zp)       Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficial you chan on the Reporting Person Form flied by More than One Reporting Person Form flied by More than One Reporting Person Form flied by More than One Reporting Person Form: Direce Indincet for Unitary and the thereporting Per	Form 4												
FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB       3235-0287         Check this box if ho longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Check this box if ho longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Check this box if no longer subject to Section 16.       Expires:       January 31.         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, other of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 16(a) of the Investment Company Act of 1940       Section 16(a) of the Investment Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 16(a) Of Company Act of 1940       Section 17(a) of the Public Vigor Act of 1940       Section 17(a) Of the Investment Company Act of 1940       Section 17(a) Of Company Act of 1940         (Last)       (First)       (Month/Qay/Year)	March 03, 20	016											
Check this box The bloger subject to Section 16. Section 16. Section 16. Section 17(a) of the Public Utility Holding Company Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1930 or Section Section 17(a) of the Public Utility Holding Company Act of 1930 or Section Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person Hill Kenneth Graham Symbol KBR, INC. [KBR] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Streel) 4. If Amendment, Date Original Filed(Month/Day/Year) (Streel) 4. If Amendment, Date Original Filed(Month/Day/Year) (City) (State) (Zip) HOUSTON, TX 77002 (City) (State) (Zip) HOUSTON, TX 77002 (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired Security (Month/Day/Year) (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired 5. Amount of Security (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Code V Amount (D) Price (Common 030U/2016 A 19,171 A S 0 54 602 D	FORM 4									-	PPROVAL		
if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       Expires:       001/2016         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1(b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).       5. Relationship of Reporting Person(s) to Issuer       5. Relationship of Reporting Person(s) to Issuer         1. Name and Address of Reporting Person 1 (b).       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Check all applicable)         601 JEFFERSON STREET       03/01/2016       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         HOUSTON, TX 77002       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned       6. Ownership Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of ecurity       6. Nomentip 7. Nature of Form: Direct Indirect Indirect Indirect         (Instr. 3)       (Month/Day/Year)       3. 4. Securities Acquired S. Amount of Person       6. Ownership 7. Nature of Form: Direct Indirect Indirect (Instr. 4)	- UNITED STATES SECURITIES AND EACHA									ONID	3235-0287		
Subject to Section 16.       SECURITIES       Estimated average burder hours per response       Distinated average burder hours per response       0.5         Form 4 or Form 5       Filed pursuant to Section 15(a) of the Public Utility Holding Company Act of 1935 or Section may continue.       0.5         Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.       30(h) of the Investment Company Act of 1940       1935 or Section 1940         I. Name and Address of Reporting Person 1 (b).       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       5. Relationship of Reporting Person(s) to Issuer         601 JEFFERSON STREET       03/01/2016       Director Filed(Month/Day/Year)       Director below)       0/00 ref (specify below)         HOUSTON, TX 77002       Table I - Non-Derivative Securities Acquired Security       6. Individual or Joint/Group Filing(Check Applicable Line) -X. Form filed by More than One Reporting Person       6. Ownership 7. Nature of Security         (Instr. 3)       (Instr. 4)       3. 4. Securities Acquired Securities Mercinal (Instr. 3)       6. Ownership 7. Nature of Security       6. Ownership 7. Nature of Security         (Month/Day/Year)       Instr. 3)       3. 4. Securities Acquired Security       5. Amount of Porm. Direct Indirect       6. Ownership Form. Direct Indirect         <		er									-		
Form 4 or Form 5 Form 5 May continue. Section 17(a) of the Public Utility Holding Company Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b).       0.5         (Print or Type Responses)       30(h) of the Investment Company Act of 1940 1(b).       5. Relationship of Reporting Person(s) to Issuer       5. Relationship of Reporting Person(s) to Issuer         (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Director below)       10% Owner = 10% Owner = 2. Officer (give tile Used)       0. Individual or Joint/Group Filing(Check Applicable Line) - X. Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired 5. Annount of Code (D)       6. Amount of Security (Month/Day/Year)       6. Ownership 7. Nature of Transaction(A) or Disposed of Code (D)         (Instr. 3)       (Month/Day/Year)       3. 4. S			SECURITIES							Estimated average burden hours per			
obligations may continue. 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 1 Hill Kenneth Graham       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Check all applicable)         601 JEFFERSON STREET       03/01/2016       Director Jeled (Month/Day/Year)       Director 													
$\begin{array}{c c c c c c c c c c c c c c c c c c c $	obligation	$^{18}$ Section $17($								n			
(Print or Type Responses)       1. Name and Address of Reporting Person <sup>1</sup> / <sub>2</sub> 2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction		inue.			•	•	· ·						
1. Name and Address of Reporting Person 1       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         601 JEFFERSON STREET       03/01/2016	1(b).												
IssuerIssuerIssuer(Last)(Check all applicable)(Last)(First)(Middle)3. Date of Earliest Transaction(Check all applicable)601 JEFFERSON STREET $(Month/Day/Year)$ $(Month/Day/Year)$ $(Month/Day/Year)$ $(Check all applicable)$ 601 JEFFERSON STREET $(Street)$ 4. If Amendment, Date Original Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check Applicable Line) .X. Form filed by One Reporting Person — Form filed by One Reporting Person — Form filed by More than One Reporting PersonHOUSTON, TX 77002Table I - Non-Derivative Securities Acquired Code5. Amount of Beneficial Owned6. Ownership Form filed by One Reporting Person — Form filed by More than One Reporting Person1. Title of Security2. Transaction Date (Month/Day/Year)3.4. Securities Acquired (D)5. Amount of Beneficially Owned6. Ownership Form: Direct Indirect Indirect (Instr. 3)6. Ownership (Instr. 4)7. Nature of Beneficial (Instr. 4)9.Common (O3/01/201603/01/2016A19,171 AA8.054.602D	(Print or Type R	Responses)											
(Last)       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)         601 JEFFERSON STREET       (Month/Day/Year)	Hill Kenneth Graham Symbol				ymbol				· · ·				
(Last)       (First)       (Middle)       3. Date of Earliest Transaction         601 JEFFERSON STREET       (Month/Day/Year)       Director       Director       Other (specify below)         601 JEFFERSON STREET       03/01/2016       4. If Amendment, Date Original       6. Individual or Joint/Group Filing(Check         (Street)       4. If Amendment, Date Original       6. Individual or Joint/Group Filing(Check         HOUSTON, TX 77002       Friled(Month/Day/Year)       Applicable Line)         (City)       (State)       (Zip)         Table I - Non-Derivative Securities Acquired       5. Amount of Securities       6. Ownership         1.Title of Security       (Month/Day/Year)       3.       4. Securities Acquired       5. Amount of Securities         (Instr. 3)       Code       (D)       Transaction(A) or Disposed of Code       6. Ownership       7. Nature of Securities         (Instr. 3)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       Indirect (I) Ownership         (Instr. 4)       (Instr. 4)       (Instr. 4)       (Instr. 4)       (Instr. 4)									(Chook all applicable)				
601 JEFFERSON STREET       03/01/2016      XOfficer (give tileOther (specify below)	(Last)	(First) (1	Middle)	3. Date of	Earliest Tr	ansaction			(Cnec	k all applicable	e)		
(Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check         HOUSTON, TX 77002       Filed(Month/Day/Year)       Applicable Line) -X_ Form filed by One Reporting Person 													
(Street)       4. If Ame-Imment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) -X. Form filed by One Reporting Person Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired Security (Instr. 3)       5. Amount of (Month/Day/Year)       6. Ownership Person         1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3.       4. Securities Acquired Transactior(A) or Disposed of Code       5. Amount of OB       6. Ownership Form: Direct       7. Nature of Form: Direct         (Instr. 3)       (Month/Day/Year)       2A. Deemed (Month/Day/Year)       3.       4. Securities (Instr. 8)       5. Amount of OB       6. Ownership Form: Direct       6. Ownership Form: Direct       7. Nature of Form: Direct         (Instr. 4)       (Month/Day/Year)       Code       (D)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned or (D)       Form: Direct Following       6. Ownership Following       7. Nature of Form: Direct         (An       or       (D)       or       (Instr. 4)       (Instr. 4)       (Instr. 4)         (D)       or       (D)       or       (D)       Price       (Instr. 4)       (Instr. 4)				03/01/20					below) below)				
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 Acquired Security (Instr. 3)       State	(Street) 4 If				. If Amendment, Date Original								
HOUSTON, TX 77002       — Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of Security (Instr. 3)       Security (Month/Day/Year)       Securities Acquired (Instr. 3)       Securities acquired (Month/Day/Year)       Securities (Instr. 3)       Securities (Instr. 3, 4 and 5)       Owned Securities Beneficially (D) or Beneficial Indirect (I) Ownership Following (Instr. 4)         (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned Indirect (I) Ownership Following (Instr. 4)       Ownership Following (Instr. 4)         (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned Indirect (I) Ownership Following (Instr. 4)       Ownership (Instr. 4)         (A)       (Instr. 3 and 4)       (Instr. 3 and 4)       (Instr. 3 and 4)       Instr. 3 and 4)       Instr. 3 and 4)       Instr. 3 and 4)       Instr. 4       Instr. 4)       Instr. 4       Instr. 4)					-				Applicable Line)				
1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any       3.       4. Securities Acquired Transaction(A) or Disposed of Code       5. Amount of Securities       6. Ownership Form: Direct       7. Nature of Indirect         (Instr. 3)       (Month/Day/Year)       Execution Date, if any       3.       4. Securities Acquired Transaction(A) or Disposed of Code       5. Amount of Securities       6. Ownership Form: Direct       7. Nature of Indirect         (Instr. 3)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       Indirect (I)       Ownership Indirect (I)         (A)       or       (Instr. 4)       (Instr. 4)       (Instr. 4)         (A)       or       (Instr. 3 and 4)       (Instr. 3 and 4)         Common       03/01/2016       A       19,171       A       \$ 0       54.602       D	HOUSTON,	, TX 77002							Form filed by M				
Security (Instr. 3)       (Month/Day/Year)       Execution Date, if any       Transaction(A) or Disposed of Code       Securities       Form: Direct       Indirect         (Instr. 3)       any       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       Beneficially       (D) or       Beneficial         (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       Indirect (I)       Ownership         (A)       or       (Instr. 4)       (Instr. 4)       Reported       Transaction(s)       (Instr. 4)       (Instr. 4)         Code       V       Amount       (D)       Price       D       D	(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned		
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Common 03/01/2016 A 19,171 A \$ 0 54 602 D			•	/Day/Year)			4 and 5	5)	Owned 1	Indirect (I)	Ownership		
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Stock $(1)$ $(1)$ $(1)$ $(1)$ $(1)$ $(1)$	Common Stock	03/01/2016			A		(D) A	\$ 0	54,602	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 number.

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

## Edgar Filing: KBR, INC. - Form 4

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. Transacti Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
Hill Kenneth Graham 601 JEFFERSON STREET HOUSTON, TX 77002			EVP, GBD&S					
Signatures								
Adam M. Kramer, Attorney-in-Fact		03/03/2016						
**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).

The reporting person was granted restricted stock units that convert to common stock on a 1-to-1 ratio where 80% vest 33 1/3% on each
(1) anniversary of the grant date and 20% vest 33 1/3% on each anniversary of the grant date subject to meeting a performance requirement. These restricted stock units represent the portion of the grant (80%) not subject to a performance requirement.

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.