KBR, INC. Form 4 March 03, 2016

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and A Akerson Eil	address of Reporteen	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)			
601 JEFFERSON STREET			(Month/Day/Year) 03/01/2016	Director 10% Owner Officer (give title Other (special below) EVP and General Counsel			
(Street) HOUSTON, TX 77002			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			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	anired Disposed of or Reneficially Owner			

	(Chy)	(State)	Table	e I - 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	
S	ecurity	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Disposed of			Securities	Form: Direct	Indirect	
(I	nstr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial Ownership	
			(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)		
								Following	(Instr. 4)	(Instr. 4)	
						(4)		Reported			
						(A)		Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
	•			Code v		(D)	FIICE				
	common tock	03/01/2016		A	12,462	A	\$0	36,295	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.

SEC 1474

(9-02)

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 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	t of ying es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Akerson Eileen

601 JEFFERSON STREET EVP and General Counsel HOUSTON, TX 77002

Signatures

Adam M. Kramer, Attorney-in-Fact 03/03/2016

**Signature of Reporting Person Da

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 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.

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