

KBR, INC.
Form 4
May 17, 2007

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 *
Stanski Bruce A

(Last) (First) (Middle)

601 JEFFERSON STREET, 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)

05/15/2007

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)

EVP, Govt & Infrastructure

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	05/15/2007		D	644	\$ 24.44	80,965	D
Common Stock	05/15/2007		M	4,177	\$ 9.77	85,142	D
Common Stock	05/15/2007		S	4,177	\$ 24.44	80,965	D
Common Stock	05/15/2007		M	13,247	\$ 8.94	94,212	D
Common Stock	05/15/2007		S	13,247	\$ 24.44	80,965	D

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Common Stock	05/15/2007	M	12,924	A	\$ 12.94	93,889	D
Common Stock	05/15/2007	S	12,924	D	\$ 24.44	80,965	D

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

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(9-02)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option	\$ 9.77	05/15/2007		M	4,177 (2)	(1) 07/09/2011	Common Stock 4,177
Non-Qualified Stock Option	\$ 12.94	05/15/2007		M	12,924 (2) (3)	(1) 02/17/2015	Common Stock 12,924
Non-Qualified Stock Option	\$ 8.94	05/15/2007		M	13,247 (2)	(1) 03/16/2014	Common Stock 13,247

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Stanski Bruce A 601 JEFFERSON STREET SUITE 3400 HOUSTON, TX 77002	EVP, Govt & Infrastructure

Signatures

/s/ Andrew D. Farley,
Attorney-in-Fact 05/17/2007

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) These options vested in accordance with the vesting schedule provided by Halliburton for the original Halliburton options.

On April 9, 2007, following the separation of KBR, Inc. and Halliburton Company, outstanding awards under Halliburton's 1993 Stock

(2) Incentive Plan previously granted to KBR employees and consisting of options to purchase Halliburton common stock and Halliburton restricted stock were converted into awards under KBR's Transitional Stock Adjustment Plan, consisting of options to purchase KBR common stock and KBR restricted stock.

On February 17, 2005, Mr. Stanski was granted an aggregate of 19,386 options. These options vest in accordance with the vesting

(3) schedule provided by Halliburton for the original Halliburton options and the number being reported on this Form 4 reflects the vested portion of such grant.

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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