Burgher Cedric W Form 4 April 12, 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 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Burgher Cedric W

(Last) (First)

(Middle)

(Zip)

601 JEFFERSON STREET, SUITE 3400

(Street)

HOUSTON, TX 77002

2. Issuer Name and Ticker or Trading

Symbol

KBR, INC. [KBR]

3. Date of Earliest Transaction

(Month/Day/Year)

04/09/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Code V

A

OMB APPROVAL

OMB Number:

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Expires:

January 31, 2005

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response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner

X_ Officer (give title Other (specify below)

below) Senior VP and CFO

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

(City) (State)

Common

Stock

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any

04/09/2007

(Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 8)

(Instr. 3, 4 and 5)

Amount

19,387

(1)(2)

4. Securities Acquired

(A)

(D)

A

Price

\$0

Securities Beneficially Owned Following Reported Transaction(s)

35,342

5. Amount of

Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

6. Ownership 7. Nature of

(Instr. 3 and 4)

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

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(9-02)

D

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying S (Instr. 3 and	Secur
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option	\$ 18.31	04/09/2007		A	8,078 (1)	04/09/2007	11/07/2015	Common Stock	8,
Non-Qualified Stock Option	\$ 18.31	04/09/2007		A	16,156 (1) (3)	11/07/2007	11/07/2015	Common Stock	16

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Burgher Cedric W 601 JEFFERSON STREET SUITE 3400 HOUSTON, TX 77002

Senior VP and CFO

Signatures

Andrew D. Farley, Attorney-in-Fact

04/12/2007

**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).
- On April 9, 2007, following the separation of KBR, Inc. and Halliburton Company, outstanding awards under Halliburton's 1993 Stock and Incentive Plan previously greated to KPR employees and consisting of options to purphess Halliburton company stock and
- (1) and 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.
- All converted restricted stock that was awarded (originally as Halliburton restricted stock) on or after January 1, 2003 vests at a rate of 20% per year over a 5-year vesting period. All other restricted stock that was awarded (originally as Halliburton restricted stock) prior to January 1, 2003, vests at a rate of 10% per year over a 10-year vesting period.
- (3) These options vest at a rate of 33 1/3% on the first anniversary, 67% on the second anniversary and 100% on the third anniversary from the original date of grant (as Halliburton options).

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.

Reporting Owners 2