Edgar Filing: Mumford Tom - Form 4

Mumford Tor	m									
Form 4	2000									
February 09,										
FORM	4 UNITED	STATES S	SECURITIES A Washington,			NGE C	COMMISSION	OMB Number:	PROVAL 3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNER SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act Section 17(a) of the Public Utility Holding Company Act of 193 30(h) of the Investment Company Act of 1940 1(b).				e Act of 1934, 1935 or Sectior	Expires: Estimated a burden hour response	•				
(Print or Type R	esponses)									
			2. Issuer Name and Ticker or Trading Symbol KBR, INC. [KBR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(1			3. Date of Earliest Transaction(Month/Day/Year)02/06/2009			Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President				
			If Amendment, Da	Amendment, Date Original (Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
HOUSTON,	TX 77082						Form filed by M Person			
(City)	(State)	(Zip)	Table I - Non-D	erivative S	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if Transactio Code	(Instr. 3, 4	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/06/2009		F	1,311 (1)	D	\$ 15.17	8,830	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)

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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. 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 Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Mumford Tom 3927 ANTIBES LANE HOUSTON, TX 77082			Senior Vice President				
Signatures							
/s/Jeffrey B. King, Attorney-in-Fact		02/09/2009					
**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).

Mr. Mumford's 3/3/08 grant of 4,928 RSUs automatically became fully vested upon his 65th birthday under the terms of his restricted
 (1) stock unit agreement. As a result of this vesting, in accordance with his restricted stock unit agreement, 1,311 of these shares are being sold to cover the withholding tax obligation for this vesting.

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.