KBR, INC. Form 4 February 23, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

of

(Instr. 4)

Estimated average burden hours per

OMB APPROVAL

response...

Section 16. Form 4 or Form 5 obligations may continue.

if no longer

subject to

Check this box

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).

Common

Stock

02/21/2017

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Hill Kenneth Graham			2. Issuer Name and Ticker or Trading Symbol KBR, INC. [KBR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	Middle)	3. Date of	Earliest Tr	ansaction	(0.10)	an un uppriouere	,	
601 JEFFERSON STREET			(Month/Day/Year) 02/21/2017			Director 10% Owner _X_ Officer (give title Other (specify below) EVP- GBDS			
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
HOUSTON	, TX 77002		Filed(Mor	nth/Day/Year)	Applicable Line) _X_ Form filed by 0 Form filed by N Person	1 0		
(City)	(State)	(Zip)	Tabl	e I - Non-D	Perivative Securities Acq	quired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			3. Transaction Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or		
		(Month/	Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership	

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

A

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Following

Transaction(s) (Instr. 3 and 4)

Reported

57,085

(A)

(D)

Price

16.73

Amount

4,792

(1)

(Instr. 4)

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	Amount Underly Securiti	Title and mount of nderlying curities nstr. 3 and 4)	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			
Hill Kenneth Graham 601 JEFFERSON STREET HOUSTON, TX 77002			EVP- GBDS				

Signatures

Adam M. Kramer, Attorney-in-Fact 02/23/2017

**Signature of Reporting Person

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) Represents previously granted performance restricted stock units that satisfied their performance metric.

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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