

KBR, INC.  
Form 8-K  
March 18, 2011

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 18, 2011

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KBR, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

1-33146  
(Commission File Number  
Identification No.)

20-4536774  
(IRS Employer)

601 Jefferson Street  
Suite 3400  
Houston, Texas 77002  
(Address of principal executive offices)

Registrant's telephone number, including area code: (713) 753-3011

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 8.01.

Other Events.

On March 18, 2011, William P. Utt, Chairman, President and Chief Executive Officer of KBR, Inc., adopted a stock trading plan in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and KBR, Inc.'s Policy Against Insider Trading. Under Rule 10b5-1, directors, officers and other employees who are not in possession of material non-public information may adopt a pre-arranged plan or contract for the sale of Company securities under specified conditions and at specified times. Using these 10b5-1 plans, individuals can gradually diversify their investment portfolios, spread stock trades out over an extended period of time to reduce market impact and avoid concerns about transactions occurring at a time when they might possess material non-public information.

Mr. Utt's 10b5-1 plan provides for the sale of up to 34,518 shares to be acquired through the exercise of stock options that were granted on March 4, 2009 and for the sale of up to 47,696 shares Mr. Utt already owns. Shares may be sold under Mr. Utt's plan on the open market at prevailing market prices and subject to minimum price thresholds specified in his plan. The plan will terminate no later than December 31, 2011.

Any transactions under Mr. Utt's plan will be disclosed publicly through Form 4 and Form 144 filings with the Securities and Exchange Commission when due.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KBR, INC.

Date: March 18, 2011

By: /s/ Jeffrey B. King  
Vice President, Public Law

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