Utt William P Form 4/A May 26, 2011

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Inington, D.C. 20349 Number:

See In peneticial Ownership of Expires: 2005

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

05/02/2011

(Print or Type Responses)

1. Name and Address of Reporting Person * Utt William P			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (S	Middle) 3. Da	KBR, INC. [KBR] 3. Date of Earliest Transaction (Month/Day/Year) 05/02/2011			(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify below) CEO and President		
HOUSTON	(Street)	Filed	Amendment, Day/Yea (Month/Day/Yea 2/2011	_		6. Individual or J Applicable Line) _X_ Form filed by Form filed by Person	•	rson
(City)	(State)	(Zip)	Гable I - Non-I	Derivative Secu	rities Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securities A on(A) or Dispose (Instr. 3, 4 and or Amount (D)	ed 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

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.

SEC 1474

(9-02)

268,385

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

5,299

(1)(5)

D

38.49

(2)(3)

S

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1. Title of Derivatir Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amount of 8 Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 12.49	05/02/2011		S	3,835 (1) (5)	03/04/2010	03/04/2019	Common Stock	3,835	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Utt William P 601 JEFFERSON SUITE 3400 HOUSTON, TX 77002	X		CEO and President			

Signatures

Jeffrey B. King,
Attorney-in-Fact

**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) This sale is pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 18, 2011.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.18 to \$38.67 inclusive.
- The reporting person undertakes to provide to KBR Inc., any security holder of KBR Inc., or the staff of the Securities and Exchange (3) Commission, upon request, full information regarding the number of shares sold or exercised, as applicable, at each separate price within the ranges set forth in footnotes (2) and (4) to this Form 4.
- (4) The price reported in Column 8 is a weighted average price. These shares were sold in multiple transactions at prices from \$38.28 to \$38.67 inclusive.
- On a Form 4 filed on May 3, 2011, the reporting person indicated a total sale of 9,134 shares of common stock. This amendment is being filed to correct an inaccuray in the original filing resulting from a clerical error on behalf of the brokerage firm.

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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