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Zimmerman Form 4	David Lee										
March 05, 20	12										
FORM	4 INITED	статес	SECUD	TTIES AT		• • • • • •		COMMISSION	r	PPROVAL	
	UNITED	SIAIES		hington,			NGE (LOWINISSION	OMB Number:	3235-0287	
Check thi if no long	or										
subject to Section 10 Form 4 or	SIAIEN 6.										
Form 5 obligations may continue. See Instruction 1(b). 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							n				
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Zimmerman David Lee			2. Issuer Name and Ticker or Trading Symbol KBR, INC. [KBR]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction						k all applicabl	e)	
601 JEFFERSON, SUITE 3400			(Month/Day/Year) 02/22/2011					Director 10% Owner X Officer (give title Other (specify below) below) President, Services			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
HOUSTON,	TX 77002							Form filed by M Person	Aore than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecuri	ties Aco	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, it astr. 3) any		on Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
~				Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock	02/22/2012			А	563 <u>(1)</u>	А	\$0	32,114	D		
Common Stock	02/22/2012			А	885 <u>(2)</u>	А	\$0	32,999	D		
Common Stock	02/22/2012			А	557 <u>(3)</u>	А	\$0	33,556	D		

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

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number.

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

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 on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of 8 Underlying Securities (Instr. 3 and 4) 5	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 12.49	02/22/2012		А	3,020 (4)	03/04/2012	03/04/2019	Common Stock	3,020
Stock Options	\$ 21.19	02/22/2012		А	3,904 (5)	03/10/2012	03/10/2020	Common Stock	3,904
Stock Options	\$ 33.65	02/22/2012		А	3,251 (6)	03/09/2012	03/09/2021	Common Stock	3,251

Reporting Owners

Reporting Owner Name / Address		Re		
1	Director	10% Owner	Officer	Other
Zimmerman David Lee 601 JEFFERSON SUITE 3400 HOUSTON, TX 77002			President, Services	
Signatures				
/s/Jeffrey B. King, Attorney-in-Fact		03/05/2012		

Date

<u>**</u>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).

On March 4, 2009, the reporting person was granted restricted stock units that convert to common stock at a 1-to-1 ratio and vest 20% on
 (1) each anniversary of the grant date, with each vesting subject to the Company having positive net income in the prior year. This portion represents the 20% that has satisfied the positive net income requirement for this year.

On March 10, 2010, the reporting person was granted restricted stock units that convert to common stock on a 1-to-1 ratio and vest 20%
(2) on each anniversary of the grant date, with each vesting subject to the Company having positive net income in the prior year. This portion represents the 20% that has satisfied the positive net income requirement for this year.

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On March 9, 2011, the reporting person was granted restricted stock units that convert to common stock on a 1-to-1 ratio and vest 20% on (3) each anniversary of the grant date, with each vesting subject to the Company having positive net income in the prior year. This portion represents the initial 20% that has satisfied the positive net income requirement.

On March 4, 2009, the reporting person was granted options that vest at a rate of 33 1/3% on the first anniversary, 66 2/3% on the second
(4) anniversary and 100% on the third anniversary from the original date of grant with each vesting subject to the Company having positive net income in the prior year. This represents the portion that has satisfied the positive net income requirement for this year.

On March 10, 2010, the reporting person was granted options that vest at a rate of 33 1/3% on the first anniversary, 66 2/3% on the
 (5) second anniversary and 100% on the third anniversary from the original date of grant with each vesting subject to the Company having positive net income in the prior year. This represents the portion that has satisfied the positive net income requirement for this year.

On March 9, 2011, the reporting person was granted options that vest at a rate of 33 1/3% on the first anniversary, 66 2/3% on the second
(6) anniversary and 100% on the third anniversary from the original date of grant with each vesting subject to the Company having positive net income in the prior year. This represents the portion that has satisfied the positive net income requirement for this year.

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.