BALDWIN DENNIS S

Form 4/A March 13, 2012

FORM 4

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

OMB Number:

OMB APPROVAL

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obligations

may continue.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BALDWIN DENNIS S	Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	KBR, INC. [KBR]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	Director 10% Owner			
601 JEFFERSON STREET	03/12/2012	X Officer (give title Other (spec below) SVP & Chief Accounting Officer			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
HOUSTON, TX 77002	03/05/2012	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Own			

(City) (S	State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transaction	4. Securities onAcquired (A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
(msu. 3)		any (Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	(A) or Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)	`	, ,
Common Stock	03/12/2012(1)		A	$\frac{1,115}{(2)}$ A \$ 0		D	

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

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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)	onof Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 33.65	03/12/2012(1)		A	3,902 (3)		03/09/2012	03/09/2021	Common Stock	3,902

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BALDWIN DENNIS S 601 JEFFERSON STREET HOUSTON, TX 77002

SVP & Chief Accounting Officer

Signatures

Jeffrey B. King, Attorney-in-fact 03/13/2012

**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).
- As of March 12, 2012, it was determined that the reporting person is not subject to the same positive net income requirement that applies to the other senior executive officers with respect to the vesting schedule. Accordingly, this amended form 4 is filed on behalf of the reporting person to correct the number of restricted stock units and stock options that were reported as satisfying the positive net income requirement to include the entire March 9, 2011, grant of restricted stock units and stock options.
- (2) Restricted stock units will convert to common stock on a 1-to-1 ratio. These units vest over five years with 20% vesting on the first anniversary of the grant date, and 20% on each anniversary thereafter.
- (3) These options vest at a rate of 33 1/3% on the first anniversary, 66 2/3% on the second anniversary and 100% on the third anniversary from the original date of grant.

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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