

KBR, INC. Reported by LYLES LESTER L

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/16/18 for the Period Ending 07/13/18

Address 601 JEFFERSON STREET SUITE 3400 HOUSTON, TX, 77002 Telephone (713) 753-2000 CIK 0001357615 Symbol KBR Fiscal Year 12/29

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| FORM 4 | |
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person [*] | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|--|---|--|--|--|--|--|
| | | (Check all applicable) | | | | |
| LYLES LESTER L | KBR, INC. [KBR] | | | | | |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | X Director10% Owner | | | | |
| (Last) (First) (Windle) | | Officer (give title below) Other (specify below) | | | | |
| 1703 BURLWOOD CT. | 7/13/2018 | | | | | |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| VIENNA, VA 22182 (City) (State) (Zip) | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 2 Trans Date | 2A Deemed | 3. Trans. Code | | 4 Securities Acquired (A) | | | 5 Amount of Securities Beneficially Owned | 6 | 7. Nature |
|----------------|--------------|---------------------------|-----------------------------------|-------------------------------------|--|--|--|--|--|
| 2. maile. Date | Execution | (Instr. 8) | | or Disposed of (D) | | | Following Reported Transaction(s) | Ownership | |
| | Dute, if any | | | (11041-9, | (A) or | | | Direct (D) or Indirect (I) (Instr. | Ownership |
| | | Code | V | Amount | (Ď) | Price | | 4) | |
| 7/13/2018 | | Α | | 18 <u>(1)</u> | А | \$19.23 | 50681 | D | |
| - | | Execution Date, if any | Execution Date, if any Code | Execution Date, if any Code V | Execution Date, if any Code V Amount | Execution Date, if any Code V Amount (D) (A) or (A) or | Execution Date, if any Code V Amount (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or (D) (A) or (D) Price | Execution Date, if any (Instr. 8) or Disposed of (D) (Instr. 3, 4 and 5) Following Reported Transaction(s) Code V Amount (A) or (D) Price | Execution Date, if any (Instr. 8) or Disposed of (D) (Instr. 3, 4 and 5) Following Reported Transaction(s) Ownership Form: [Instr. 3 and 4] Code V Amount (A) or (D) Price Following Reported Transaction(s) Ownership Form: (Instr. 3 and 4) |

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

| 1. Title of Derivate Security | 2. Conversion | 3A. Deemed Execution | 4. Trans. C (Instr. 8) | | | | 6. Date Exer Expiration I | | | | 8. Price of Derivative | 9. Number of derivative | 10. Ownership | 11. Nature of Indirect |
|----------------------------------|---------------------------------------|-----------------------------|---------------------------|---|--|-----------------|------------------------------|--------------------|-------|-------------------------------|---------------------------|----------------------------|---------------------------|---------------------------------------|
| (Instr. 3) | or Exercise Price of Derivative | Date, if any | (| | Acquired (Disposed o (Instr. 3, 4 | A) or of (D) | r | | Deriv | ative Security | Security | Securities Beneficially | | Beneficial Ownership (Instr. 4) |
| | Security | | Code | V | (A) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Following | Direct (D) or Indirect | , , |

Explanation of Responses:

(1) Shares acquired under dividend reinvestment in the Directors' deferred compensation plan.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| LYLES LESTER L | | | | | | | |
| 1703 BURLWOOD CT. | Χ | | | | | | |
| VIENNA, VA 22182 | | | | | | | |

Signatures

 Adam M. Kramer, Attorney-in-Fact
 7/16/2018

 *** Signature of Reporting Person
 Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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