

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>HALLIBURTON CO</u> (Last) (First) (Middle) <u>1401 MCKINNEY</u> (Street) <u>HOUSTON TX 77010</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KBR, INC. [KBR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/05/2007</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/05/2007		S		135,627,000	D	\$20.71 ⁽¹⁾	0	I	See Footnote ⁽²⁾

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. Transaction Code (Instr. 8)		5. Number of 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
HALLIBURTON CO
 (Last) (First) (Middle)
1401 MCKINNEY
 (Street)
HOUSTON TX 77010
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
KELLOGG ENERGY SERVICES, INC.
 (Last) (First) (Middle)
1401 MCKINNEY
 (Street)
HOUSTON TX 77010
 (City) (State) (Zip)

Explanation of Responses:

1. Halliburton Company ("Halliburton") disposed of 135,627,000 shares of common stock of KBR, Inc. ("KBR") in exchange for 85,273,184 shares of Halliburton common stock pursuant to a registered exchange offer to Halliburton's shareholders. The final exchange ratio for the exchange offer was 1.5905 shares of KBR common stock per share of Halliburton common stock accepted in the exchange offer. As a result of the exchange offer, Halliburton has disposed of its entire equity interest in KBR. The price of \$20.71 is based on the final exchange ratio and the estimated fair value of shares of Halliburton common stock accepted in the exchange offer of \$32.94 per share, which represents the closing stock price of Halliburton common stock on the New York Stock Exchange on April 5, 2007.

2. These securities were formerly owned directly by Kellogg Energy Services, Inc. ("KESI"), which is a direct wholly owned subsidiary of DII Industries, LLC ("DII"), which is a direct wholly owned subsidiary of Halliburton Energy Services, Inc. ("HESI"), which is a direct wholly owned subsidiary of Halliburton. Prior to Halliburton's disposition of the securities as reported herein, KESI distributed the securities to DII, DII distributed the securities to HESI, and HESI distributed the securities to Halliburton.

/s/ Robert L. Hayter, Assistant Secretary of Halliburton Co. 04/25/2007

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.

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 Number.