

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <b>STRAHAN DORMAN LYNN</b>  (Last) (First) (Middle) <b>116 CAPITAL BOULEVARD</b>  (Street) <b>HOUMA LA 70360</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>KIRBY CORP [ KEX ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President - Marine Systems, In</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/03/2004</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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, par value \$.10 per share	08/04/2004		M		10,000	A	\$18.3125	14,430	D	
Common Stock, par value \$.10 per share	08/04/2004		M		2,000	A	\$18.0625	16,430	D	
Common Stock, par value \$.10 per share	08/03/2004	08/04/2004	S		12,000	D	\$38.68	4,430	D	
Common Stock, par value \$.10 per share								802	I	401(k) Plan

**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						Title
Employee Stock Option (Right to Buy)	\$18.3125	08/04/2004		M		10,000		01/16/1999 <sup>(1)</sup>	01/16/2005	Common Stock	10,000	\$18.3125	135,908	D	
Employee Stock Option (Right to Buy)	\$18.0625	08/04/2004		M		2,000		02/10/2003 <sup>(2)</sup>	02/10/2005	Common Stock	2,000	\$18.0625	133,908	D	

**Explanation of Responses:**

- 1. Original option of 10,000 shares exercisable 25% after one year, 50% after two years, 75% after three years and 100% after four years from date of grant.
- 2. Original option exercisable 33% after one year, 67% after two years and 100% after three years from date of grant.

**Remarks:**

G. Stephen Holcomb, Agent and Attorney-in-Fact 08/05/2004

\*\* 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.**

**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.**