

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

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

1. Name and Address of Reporting Person* LAWRENCE CHARLES BERDON			2. Issuer Name and Ticker or Trading Symbol KIRBY CORP [KEX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman of the Board		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/31/2005					
55 WAUGH DRIVE SUITE 1000			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		
(Street) HOUSTON TX 77007								
(City) (State) (Zip)								

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	11/01/2005		M		55,000	A	\$21.5313	1,857,698	D	
Common Stock, par value \$.10 per share	11/01/2005		M		55,000	A	\$27.13	1,912,698	D	
Common Stock, par value \$.10 per share	11/01/2005		M		36,666	A	\$25.55	1,949,364	D	
Common Stock, par value \$.10 per share	11/01/2005		M		18,334	A	\$33.925	1,967,698	D	
Common Stock, par value \$.10 per share	10/31/2005		S		165,000	D	\$51.76	1,802,698	D	
Common Stock, par value \$.10 per share								506,302	I	Trusts ⁽¹⁾
Common Stock, par value \$.10 per share								3,349	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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$21.5313	11/01/2005		M		55,000		01/15/2004 ⁽²⁾	01/15/2006	Common Stock	55,000	\$21.5313	195,000	D	
Employee Stock Option (Right to Buy)	\$27.13	11/01/2005		M		55,000		01/28/2005 ⁽²⁾	01/28/2007	Common Stock	55,000	\$27.13	140,000	D	
Employee Stock Option (Right to Buy)	\$25.55	11/01/2005		M		36,666		01/27/2005 ⁽³⁾	01/27/2008	Common Stock	36,666	\$25.55	103,334	D	
Employee Stock Option (Right to Buy)	\$33.925	11/01/2005		M		18,334		01/26/2005 ⁽⁴⁾	01/26/2009	Common Stock	18,334	\$33.925	85,000	D	

Explanation of Responses:

- These shares are owned by four trusts. Mr. Lawrence is not a beneficiary under any of the trusts, but under the terms of the instruments pursuant to which all four trusts were created, Mr. Lawrence does have the right to reacquire the property constituting the principal of the trusts, including, but not limited to, the shares owned by the trusts by substituting property of equal value therefor.
- Original option exercisable 33% after one year, 67% after two years, and 100% after three years from date of grant.
- Original option of 55,000 shares exercisable 33% after one year and 67% after two years from date of grant.
- Original option of 55,000 shares exercisable 33% after one year from date of grant.

Remarks:

G. Stephen Holcomb, Agent
and Attorney-in-Fact

11/02/2005

** 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.