

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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Post-Effective Amendment No. 1

to

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
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KIRBY CORPORATION

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or organization)

74-1884980  
(I.R.S. Employer  
Identification No.)

55 Waugh Drive, Suite 1000  
Houston, Texas 77007  
(Address of principal executive offices, including zip code)

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2000 DIRECTOR STOCK OPTION PLAN FOR KIRBY CORPORATION

(Full title of the plan)  
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J. H. Pyne  
President  
Kirby Corporation  
55 Waugh Drive, Suite 1000  
Houston, Texas 77007  
(Name and address of agent for service)

(713) 435-1000  
(Telephone number, including area code, of agent for service)

Copy to:  
Thomas G. Adler, Esq.  
Jenkins & Gilchrist,  
A Professional Corporation  
1445 Ross Avenue, Suite 3200  
Dallas, Texas 75202

EXPLANATORY NOTE

Kirby Corporation (the "Registrant") has filed a Registration Statement on Form S-8 (Registration No. 333-42794) (the "Registration Statement") which originally registered 100,000 shares of common stock, par value \$.10 per share (the "Common Stock"), of the Registrant reserved for issuance to directors of the Registrant pursuant to the 2000 Director Stock Option Plan for Kirby

Corporation (the "Predecessor Plan"). In addition, pursuant to Rule 416 under the Securities Act of 1933, the Registration Statement also covered an indeterminate number of additional shares of the Common Stock issuable pursuant to the exercise of options and/or awards granted or to be granted under the Plan to prevent dilution that may result from any future stock splits, stock dividends or similar transactions affecting the Common Stock.

The Registrant adopted the 2000 Nonemployee Director Stock Option Plan for Kirby Corporation (the "Plan") on September 26, 2000, which replaced the Predecessor Plan. No future awards will be made under the Predecessor Plan. This Post-Effective Amendment No. 1 to the Registration Statement is filed to deregister an aggregate of 100,000 shares (the "Shares") of Common Stock previously registered that remain available for future grant under the Predecessor Plan. The shares deregistered by this Post-Effective Amendment No. 1 will be registered, by a subsequently filed registration statement on Form S-8 for the Plan, and the associated registration fee paid by the Registrant to register shares issuable under the Predecessor Plan on the Registration Statement will be carried forward and applied to the registration fee necessary to register shares issuable under the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on October 31, 2001.

KIRBY CORPORATION

By: /s/ J. H. Pyne

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 J. H. Pyne  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment no. 1 to the registration statement has been signed by the following persons in their capacities and on the dates indicated:

Signature -----	Capacity -----	Date ----
* ----- C. Berdon Lawrence	Chairman of the Board and Director of the Company	October 31, 2001
/s/ J. H. Pyne ----- J. H. Pyne	President, Director and Principal Executive Officer of the Company	October 31, 2001
* ----- Norman W. Nolen	Executive Vice President, Treasurer, Assistant Secretary and Principal Financial Officer of the Company	October 31, 2001
* ----- G. Stephen Holcomb	Vice President, Controller, Assistant Secretary and Principal Accounting Officer of the Company	October 31, 2001
* ----- C. Sean Day	Director of the Company	October 31, 2001
* ----- Bob G. Gower	Director of the Company	October 31, 2001

