

OMB APPROVAL	
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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).

**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

<b>1. Name and Address of Reporting Person*</b> <u>VALERIUS STEVEN P</u> _____ (Last) (First) (Middle) <u>55 WAUGH DRIVE, SUITE 1000</u> _____ (Street) <u>HOUSTON TX 77007</u> _____ (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>KIRBY CORP [ KEX ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres. Kirby Inland Marine, LP</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>01/24/2005</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	01/24/2005		A <sup>(1)</sup>		2,250	A	\$0	3,050	I	Wife
Common Stock, par value \$.10 per share								15,489	D	
Common Stock, par value \$.10 per share								769 <sup>(2)</sup>	I	401(k) Plan
Common Stock, par value \$.10 per share								720 <sup>(3)</sup>	I	401(k) Plan (wife)

**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)	\$41.78	01/24/2005		A <sup>(4)</sup>		2,500		01/24/2008 <sup>(5)</sup>	01/24/2010	Common Stock	2,500	\$41.78	29,834	I	Wife <sup>(6)</sup>

**Explanation of Responses:**

1. Restricted Stock granted under the 2002 Stock and Incentive Plan for Kirby Corporation to Mr. Valerius' wife. Mr. Valerius disclaims beneficial ownership of the restricted stock.
2. Acquired 169 shares during 2004 pursuant to the Kirby Corporation 401(k) Plan, at prices ranging from \$31.50 to \$39.53. The information reported herein is based on a plan statement dated December 31, 2004.
3. Mr. Valerius' wife acquired 122 shares during 2004 pursuant to the Kirby Corporation 401(k) Plan, at prices ranging from \$31.50 to \$43.34, based on information reported on a plan statement dated December 31, 2004. Mr. Valerius disclaims beneficial ownership of the option shares.
4. Shares granted to Mr. Valerius' wife under the 2002 Stock and Incentive Plan for Kirby Corporation. Mr. Valerius disclaims beneficial ownership of the option shares.
5. Option is exercisable 33% after one year, 67% after two years and 100% after three years from date of grant.
6. Option shares owned of record by Mr. Valerius' wife through various Kirby Corporation Employee Stock Option Plans. Mr. Valerius disclaims beneficial ownership of the option shares.

**Remarks:**

G. Stephen Holcomb, Agent 01/26/2005  
and Attorney-in-Fact

\*\* 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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