П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

| hours per response: | 0.5 |
|--------------------------|-----|
| Estimated average burden | |

| | ss of Reporting Persor GEORGE A JR | | 2. Issuer Name and Ticker or Trading Symbol <u>KIRBY CORP</u> [KEX] | | tionship of Reporting Persor all applicable) Director | n(s) to Issuer 10% Owner | | |
|--|---------------------------------------|------------|--|--|---|-----------------------------|--|--|
| (Last) (First) (Middle) 5005 WOODWAY SLUTE 200 | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 10/23/2009 | | Officer (give title below) | Other (specify below) | | |
| SUITE 200 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| (Street) HOUSTON | 10 | 10/2//2005 | X | Form filed by One Reporti Form filed by More than C Person | 0 | | | |
| (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) | Code (| 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1150.4) | |
| Common Stock, par value \$.10 per share | 10/23/2009 | | G | v | 9,750 ⁽¹⁾ | D | \$ <mark>0</mark> | 200,263 | D | | |
| Common Stock, par value \$.10 per share | 10/23/2009 | | G | v | 5,200 ⁽¹⁾ | A | \$ <mark>0</mark> | 58,240 ⁽²⁾ | Ι | Trusts ⁽³⁾ | |
| Common Stock, par value \$.10 per share | | | | | | | | 8,000 | I | Wife ⁽⁴⁾ | |

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. Transa Code (8) | | 5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5 | Expiration Date (Month/Day/Year) rites rised r ssed . 3, 4 | | 7. Title Amour Securi Underl Deriva Securi and 4) | nt of ties ying tive ty (Instr. 3 | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Ownership Form: Direct (D) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---|---|--|---|------------------------------|---|--|--|---------------------|---|---|---|--|----------------------------------|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Corrects number of shares gifted.

2. 6,000 shares previously reported as indirectly beneficially owned by Mr. Peterkin are not deemed to be beneficially owned by him for purposes of Section 16 and are therefore no longer included in this share total.

3. The shares are owned by 8 trusts of which Mr. Peterkin is the trustee and beneficiaries are six of his grandchildren and two of the grandchildren of his wife, Nancy G. Peterkin.

4. Shares owned beneficially and of record by Mr. Peterkin's wife, Nancy G. Peterkin, of which Mr. Peterkin disclaims any beneficial ownership.

Remarks:

<u>G. Stephen Holcomb, Agent</u> and Attorney-in-Fact

** Signature of Reporting Person

<u>12/02/2010</u> Date

orginatare of reporting recom

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.