

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13D\*\*

Under the Securities Exchange Act of 1934  
(Amendment No. 8)\*

Kirby Corporation  
(Name of Issuer)

Common Stock, Par Value \$0.10 Per Share  
(Title of Class of Securities)

497266106  
(Cusip Number)

W. Robert Cotham  
201 Main Street, Suite 2600  
Fort Worth, Texas 76102  
(817) 390-8400

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

October 8, 1999  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ].

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

\*\*The total number of shares reported herein is 2,823,532 shares, which constitutes approximately 14.0% of the total number of shares outstanding. All ownership percentages set forth herein assume that there are 20,119,489 shares outstanding.

1. Name of Reporting Person:

Trinity I Fund, L.P.

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Delaware

7. Sole Voting Power: 2,823,532 (1) (2)

Number of  
Shares

8. Shared Voting Power: -0-

Beneficially  
Owned By

9. Sole Dispositive Power: 2,823,532 (1) (2)

Each  
Reporting

Person

10. Shared Dispositive Power: -0-

With

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

2,823,532 (2)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 14.0%

14. Type of Reporting Person: PN

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- (1) Power is exercised through its sole general partner, TF Investors, L.P.
- (2) Solely in its capacity as the sole stockholder of Portfolio Associates, Inc., which is the sole general partner of Portfolio A Investors, L.P.

1. Name of Reporting Person:

TF Investors, L.P.

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Delaware

7. Sole Voting Power: 2,823,532 (1) (2)

Number of  
Shares

Beneficially  
Owned By

Each  
Reporting  
Person

With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 2,823,532 (1) (2)

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

2,823,532 (2)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 14.0%

14. Type of Reporting Person: PN

- - - - -

(1) Power is exercised through its sole general partner, Trinity Capital Management, Inc.

(2) Solely in its capacity as the sole general partner of Trinity I Fund, L.P., which is the sole stockholder of Portfolio Associates, Inc., which is the sole general partner of Portfolio A Investors, L.P.

1. Name of Reporting Person:  
Trinity Capital Management, Inc.
2. Check the Appropriate Box if a Member of a Group:  
(a) / /  
(b) / X /
3. SEC Use Only
4. Source of Funds: Not Applicable
5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):  
/ /
6. Citizenship or Place of Organization: Delaware
7. Sole Voting Power: 2,823,532 (1) (2)
8. Shared Voting Power: -0-
9. Sole Dispositive Power: 2,823,532 (1) (2)
10. Shared Dispositive Power: -0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
2,823,532 (2)
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:  
/ /
13. Percent of Class Represented by Amount in Row (11): 14.0%
14. Type of Reporting Person: CO  
-----  
(1) Power is exercised through its President, William P. Hallman, Jr.  
(2) Solely in its capacity as the sole general partner of TF Investors, L.P., which is the sole general partner of Trinity I Fund, L.P., which is the sole stockholder of Portfolio Associates, Inc., which is the sole general partner of Portfolio A Investors, L.P.

1. Name of Reporting Person:

William P. Hallman, Jr.

2. Check the Appropriate Box if a Member of a Group:

(a) /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: USA

7. Sole Voting Power: 2,823,532 (1)

Number of  
Shares

Beneficially  
Owned By

Each  
Reporting

Person

With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 2,823,532 (1)

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

2,823,532 (1)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 14.0%

14. Type of Reporting Person: IN

- - - - -

(1) Solely in his capacity as President and sole stockholder of Trinity Capital Management, Inc., which is the sole general partner of TF Investors, L.P., which is the sole general partner of Trinity I Fund, L.P., which is the sole stockholder of Portfolio Associates, Inc., which is the sole general partner of Portfolio A Investors, L.P.

1. Name of Reporting Person:

Portfolio A Investors, L.P.

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: 00 - Partnership Contributions

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items

2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Delaware

7. Sole Voting Power: 2,823,532 (1)

Number of  
Shares

Beneficially  
Owned By

Each  
Reporting  
Person

With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 2,823,532 (1)

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

2,823,532

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 14.0%

14. Type of Reporting Person: PN

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(1) Power is exercised through its sole general partner, Portfolio Associates, Inc.

1. Name of Reporting Person:  
Portfolio Associates, Inc.
2. Check the Appropriate Box if a Member of a Group:  
(a) / /  
(b) / X /
3. SEC Use Only
4. Source of Funds: Not Applicable
5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):  
/ /
6. Citizenship or Place of Organization: Delaware
7. Sole Voting Power: 2,823,532 (1)  
Number of  
Shares  
Beneficially  
Owned By  
Each  
Reporting  
Person  
With
8. Shared Voting Power: -0-
9. Sole Dispositive Power: 2,823,532 (1)
10. Shared Dispositive Power: -0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
2,823,532 (1)
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:  
/ /
13. Percent of Class Represented by Amount in Row (11): 14.0%
14. Type of Reporting Person: CO  
-----  
(1) Solely in its capacity as the sole general partner of Portfolio A Investors, L.P.

Pursuant to Rule 13d-2(a) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), the undersigned hereby amend their Schedule 13D Statement dated October 27, 1995, as amended by Amendment No. 1 dated November 29, 1995, Amendment No. 2 dated January 17, 1996, Amendment No. 3 dated January 18, 1996, Amendment No. 4 dated August 15, 1996, Amendment No. 5 dated May 5, 1997, Amendment No. 6 dated July 31, 1997, and Amendment No. 7 dated March 13, 1998 (the "Schedule 13D"), relating to the Common Stock, par value \$.10 per share (the "Stock"), of Kirby Corporation (the "Issuer"). Unless otherwise indicated, all defined terms used herein shall have the same meanings respectively ascribed to them in the Schedule 13D.

Item 2. IDENTITY AND BACKGROUND.

Item 2 is hereby amended and restated in its entirety as follows:

(a) Pursuant to Rules 13d-1(f)(1)-(2) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), the undersigned hereby file this Schedule 13D Statement on behalf of Trinity I Fund, L.P., a Delaware limited partnership ("TIF"), TF Investors, L.P., a Delaware limited partnership ("TFI"), Trinity Capital Management, Inc., a Delaware corporation ("TCM"), William P. Hallman, Jr. ("WPH"), Portfolio A Investors, L.P., a Delaware limited partnership ("PAI"), and Portfolio Associates, Inc., a Delaware corporation ("PA"). TIF, TFI, TCM, WPH, PAI and PA are sometimes hereinafter collectively referred to as the "Reporting Persons." The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Act, although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.

(b)-(c)

TIF

TIF is a Delaware limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of TIF, which also serves as its principal office, is 201 Main Street, Suite 3200, Fort Worth, Texas 76102. Pursuant to Instruction C to Schedule 13D of the Act, information with respect to TFI, the sole general partner of TIF, is set forth below.

TFI

TFI is a Delaware limited partnership, the principal business of which is serving as the sole general partner of TIF. The principal business address of TFI, which also serves as its principal office, is 201 Main Street, Suite 3200, Fort Worth, Texas 76102. Pursuant to Instruction C to Schedule 13D of the Act, information with respect to TCM, the sole general partner of TFI, is set forth below.

TCM

TCM is a Delaware corporation, the principal business of which is serving as the sole general partner of TFI. The principal business address of TCM, which also serves as its principal office, is 201 Main Street, Suite 3200, Fort Worth, Texas 76102. Pursuant to Instruction C to Schedule 13D of the Act, the name, residence or business address, and present principal occupation or employment of each director, executive officer and controlling person of TCM are as follows:

NAME	RESIDENCE OR BUSINESS ADDRESS	PRINCIPAL OCCUPATION OR EMPLOYMENT
William P. Hallman, Jr.	201 Main Street Suite 2500 Fort Worth, Texas 76102	Director and Shareholder of Kelly, Hart and Hallman, P.C. ("KHH")
W. R. Cotham	201 Main Street Suite 2600 Fort Worth, Texas 76102	Vice President/ Controller of Bass Enterprises Production Co. ("BEPCO")

KHH is a law firm whose business address is 201 Main Street, Suite 2500, Fort Worth, Texas 76102.

BEPCO is a Texas corporation, the principal business of which is oil exploration and drilling and producing hydrocarbons. The principal address of BEPCO, which also serves as its principal office, is 201 Main Street, Suite 2700, Fort Worth, Texas 76102.



WPH

See answers above.

PAI

PAI is a Delaware limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of PAI, which also serves as its principal office, is 201 Main Street, Suite 3200, Fort Worth, Texas 76102. Pursuant to Instruction C to Schedule 13D of the Act, information with respect to PA, the sole general partner of PAI, is set forth below.

PA

PA is a Delaware corporation, the principal business of which is serving as the sole general partner of PAI and other affiliated limited partnerships. The principal business address of PA, which also serves as its principal office, is 201 Main Street, Suite 3200, Fort Worth, Texas 76102. Pursuant to Instruction C to Schedule 13D of the Act, the name, residence or business address, and present principal occupation or employment of each director, executive officer and controlling person (in addition to TIF) of PA are as follows:

NAME	RESIDENCE OR BUSINESS ADDRESS	PRINCIPAL OCCUPATION OR EMPLOYMENT
William P. Hallman, Jr.	See answers above.	See answers above.
W. R. Cotham	See answers above.	See answers above.

(d) None of the entities or persons identified in this Item 2 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the entities or persons identified in this Item 2 has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) All of the natural persons identified in this Item 2 are citizens of the United States of America.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby amended and restated in its entirety as follows:

The source and amount of the funds used or to be used by the Reporting Persons to purchase shares of the Stock are as follows:

REPORTING PERSON	SOURCE OF FUNDS	AMOUNT OF FUNDS
TIF	Not Applicable	Not Applicable
TFI	Not Applicable	Not Applicable
TCM	Not Applicable	Not Applicable
WPH	Not Applicable	Not Applicable
PAI	Other (1)	\$52,760,387.62
PA	Not Applicable	Not Applicable

(1) Contributions from partners.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated in its entirety as follows:

(a)

TIF

Because of its position as the sole stockholder of PA, which is the sole general partner of PAI, TIF may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 2,823,532 shares of the Stock, which constitutes approximately 14.0% of the outstanding shares of the Stock.

TFI

Because of its position as the sole general partner of TIF, which is the sole stockholder of PA, which is the sole general partner of PAI, TFI may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 2,823,532 shares of the Stock, which constitutes approximately 14.0% of the outstanding shares of the Stock.

TCM

Because of its position as the sole general partner of TFI, which is the sole stockholder of PA, which is the sole general partner of PAI, TCM may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 2,823,532 shares of the Stock, which constitutes approximately 14.0% of the outstanding shares of the Stock.

WPH

Because of his position as the President and sole stockholder of TCM, which is the sole general partner of TFI, which is the sole stockholder of PA, which is the sole general partner of PAI, WPH may, pursuant to Rule 13d-3, be deemed to be the beneficial owner of 2,823,532 shares of the Stock, which constitutes approximately 14.0% of the outstanding shares of the Stock.

PAI

The aggregate number of shares of the Stock that PAI owns beneficially, pursuant to Rule 13d-3 of the Act, is 2,823,532, which constitutes approximately 14.0% of the outstanding shares of the Stock.

PA

Because of its position as the sole general partner of PAI, PA may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 2,823,532 shares of the Stock, which constitutes approximately 14.0% of the outstanding shares of the Stock.

To the best of the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 herein is the beneficial owner of any shares of the Stock.

(b)

TIF

As the sole stockholder of PA, which is the sole general partner of PAI, TIF has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,823,532 shares of the Stock.

TFI

As the sole general partner of TIF, which is the sole stockholder of PA, which is the sole general partner of PAI, TFI has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,823,532 shares of the Stock.

TCM

As the sole general partner of TFI, which is the sole general partner of TIF, which is the sole stockholder of PA, which is the sole general partner of PAI, TCM has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,823,532 shares of the Stock.

WPH

As the President and sole stockholder of TCM, which is the sole general partner of TFI, which is the sole general partner of TIF, which is the sole stockholder of PA, which is the sole general partner of PAI, WPH has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,823,532 shares of the Stock.

PAI

Acting through its sole general partner, PAI has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,823,532 shares of the Stock.

PA

As the sole general partner of PAI, PA has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,823,532 shares of the Stock.

(c) None of the Reporting Persons have effected any transactions in shares of the Stock during the past 60 days.

Except as set forth in this paragraph (c), to the best of the knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in shares of the Stock during the past 60 days.

(d)-(e)

No material change.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 99.1 -- Agreement and Power of Attorney pursuant to Rule 13d-1(k) (1) (iii) previously filed.

Exhibit 99.2 -- Agreement and Power of Attorney pursuant to Rule 13d-1(k) (1) (iii) filed herewith.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: October 20, 1999

TRINITY I FUND, L.P.,  
a Delaware limited partnership

By: TF INVESTORS, L.P.,  
a Delaware limited partnership,  
General Partner

By: TRINITY CAPITAL MANAGEMENT, INC.,  
a Delaware corporation,  
General Partner

By:/s/ W. R. Cotham  
W. R. Cotham,  
Vice President

TF INVESTORS, L.P.,  
a Delaware limited partnership

By: TRINITY CAPITAL MANAGEMENT, INC.,  
a Delaware corporation,  
General Partner

By:/s/ W. R. Cotham  
W. R. Cotham,  
Vice President

TRINITY CAPITAL MANAGEMENT, INC.,  
a Delaware corporation

By:/s/ W. R. Cotham  
W. R. Cotham,  
Vice President

PORTFOLIO A INVESTORS, L.P.,  
a Delaware limited partnership

By: PORTFOLIO ASSOCIATES, INC.,  
a Delaware corporation,  
General Partner

By:/s/ W. R. Cotham  
W. R. Cotham,  
Vice President

PORTFOLIO ASSOCIATES, INC.,  
a Delaware corporation

By:/s/ W. R. Cotham  
W. R. Cotham,  
Vice President

/s/ William P. Hallman, Jr.  
WILLIAM P. HALLMAN, JR.

EXHIBIT INDEX

EXHIBIT	DESCRIPTION
99.1	Agreement and Power of Attorney pursuant to Rule 13d-1(k)(1)(iii), previously filed with the Securities and Exchange Commission.
99.2	Agreement and Power of Attorney pursuant to Rule 13d-1(k)(1)(iii), filed herewith with the Securities and Exchange Commission.

1. Joint Filing. Pursuant to Rule 13d-1(f)(1)(iii) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agrees that the statement to which this Exhibit is attached is filed on behalf of each of them in the capacities set forth below.

2. Power of Attorney. Know all persons by these presents that the each person whose signature appears below constitutes and appoints Clive D. Bode, W. Robert Cotham, William O. Reimann, IV and Mark L. Hart, Jr., and each of them, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments to the Schedule 13D, and any reports filed pursuant to Section 16 of the Securities Exchange Act of 1934, filed on behalf of each of them with respect to their beneficial ownership of Kirby Corporation, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or such person or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

October 20, 1999

/s/ William P. Hallman, Jr.  
WILLIAM P. HALLMAN, JR.