

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* DAY C SEAN			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 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/20/2009			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
26 DEER PARK DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) GREENWICH CT 06830						
(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	05/20/2009		M		3,000	A	\$10.6719	17,473	D	
Common Stock, par value \$.10 per share	05/20/2009		M		4,564	A	\$9.8594	22,037	D	
Common Stock, par value \$.10 per share	05/20/2009		M		6,000	A	\$10.0625	28,037	D	
Common Stock, par value \$.10 per share	05/20/2009		M		5,962	A	\$10.0625	33,999	D	
Common Stock, par value \$.10 per share								14,883 ⁽¹⁾	I	GRAT

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
Director Stock Option (Right to Buy)	\$10.6719	05/20/2009		M			3,000	10/19/2000	04/19/2010	Common Stock	3,000	\$10.6719	73,068	D	
Director Stock Option (Right to Buy)	\$9.8594	05/20/2009		M			4,564	03/31/2001	09/29/2010	Common Stock	4,564	\$9.8594	68,504	D	
Director Stock Option (Right to Buy)	\$10.0625	05/20/2009		M			6,000	10/17/2001	04/17/2011	Common Stock	6,000	\$10.0625	62,504	D	
Director Stock Option (Right to Buy)	\$10.0625	05/20/2009		M			5,962	03/31/2002	04/17/2011	Common Stock	5,962	\$10.0625	56,542	D	

Explanation of Responses:

1. On February 26, 2009, the reporting person contributed 14,883 shares of Kirby Corporation common stock to a grantor retained annuity trust for the benefit of himself and another family trust.

Remarks:

G. Stephen Holcomb, Agent 05/22/2009
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.

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.

