

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Grzebinski David W</u>			2. Issuer Name and Ticker or Trading Symbol <u>KIRBY CORP [ KEX ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/23/2023</u>			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
<u>55 WAUGH DRIVE</u> <u>SUITE 1000</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	(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 \$0.10 per share	01/23/2023		M		35,235	A	\$51.23	102,493	D	
Common Stock, par value \$0.10 per share	01/23/2023		F		30,991	D	\$64.27	71,502	D	
Common Stock, par value \$0.10 per share	01/24/2023		M		18,748	A	\$0.00 <sup>(1)</sup>	90,250	D	
Common Stock, par value \$0.10 per share	01/24/2023		F		7,380	D	\$64.67	82,870	D	

**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 Options (Right to Buy)	\$51.23	01/23/2023		M		35,235		02/01/2019	02/01/2023	Common Stock	35,235	\$0.00	0	D	
Restricted Stock Units	(1)	01/24/2023		M		3,264		(2)	(2)	Common Stock	3,264	\$0.00	0	D	
Restricted Stock Units	(1)	01/24/2023		M		3,571		(3)	(3)	Common Stock	3,571	\$0.00	3,571	D	
Restricted Stock Units	(1)	01/24/2023		M		3,763		(4)	(4)	Common Stock	3,763	\$0.00	7,526	D	
Restricted Stock Units	(1)	01/24/2023		M		8,150		(5)	(5)	Common Stock	8,150	\$0.00	24,450	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive cash or one share of common stock of the issuer.
- These restricted stock units granted on February 22, 2018, vest in five equal annual installments beginning on January 24, 2019. Cash or shares of common stock of the issuer, at the election of the issuer, will be delivered to the reporting person on or as soon as practicable on each vesting date.
- These restricted stock units granted on February 1, 2019, vest in five equal annual installments beginning on January 24, 2020. Cash or shares of common stock of the issuer, at the election of the issuer, will be delivered to the reporting person on or as soon as practicable on each vesting date.
- These restricted stock units granted on January 31, 2020, vest in five equal annual installments beginning on January 24, 2021. Cash or shares of common stock of the issuer, at the election of the issuer, will be delivered to the reporting person on or as soon as practicable on each vesting date.
- These restricted stock units granted on January 29, 2021, vest in five equal annual installments beginning on January 24, 2022. Cash or shares of common stock of the issuer, at the election of the issuer, will be delivered to the reporting person on or as soon as practicable on each vesting date.

**Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

Ronald A. Dragg, Agent and Attorney-in-Fact 01/25/2023

\*\* 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.



POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Raj Kumar and Ronald A. Dragg, each with the authority to act alone, as the undersigned's true and lawful attorney-in-fact to:

1. execute on behalf of the undersigned in the undersigned's capacity as an officer and/or director of Kirby Corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
2. take any and all actions on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment to such form and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any kind in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of, the undersigned, with the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney to be in such form and contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned grants to each such attorney-in-fact full power and authority to take such actions as may be necessary or proper in the exercise of the authority herein granted, as fully as the undersigned could if acting personally, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done pursuant to this Power of Attorney. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the attorneys-in-fact. The undersigned hereby revokes any previous powers of attorney granted by the undersigned relating to the same subject matter as this Power of Attorney.

DATED October 4, 2022

/s/ David W. Grzebinski  
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Signature  
  
David W. Grzebinski