

SCHEDULE 14A
(RULE 14A-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the registrant /X/ / / Confidential, for Use of the
Filed by a party other than the Commission Only (as permitted
registrant / / by Rule 14a-(e)(2))
Check the appropriate box:
/ / Preliminary Proxy Statement
/X/ Definitive Proxy Statement
/ / Definitive Additional Materials
/ / Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

KIRBY CORPORATION

(Name of Registrant as Specified in Its Charter)

HENRY GILCHRIST

(Name of Person(s) Filing Proxy Statement)

Payment of filing fee (Check the appropriate box):

- /X/ \$125 per Exchange Act Rule 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(j)(2) or Item 22(a)(2) of Schedule 14A.
- / / \$500 per each party to the controversy pursuant to Exchange Act Rule 14a-6(i)(3).
- / / Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transactions applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rules 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

/ / Fee paid previously with preliminary materials.

/ / Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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KIRBY CORPORATION
(A NEVADA CORPORATION)
1775 ST. JAMES PLACE, SUITE 300
P. O. BOX 1745
HOUSTON, TX 77251-1745

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD APRIL 18, 1995

To the Stockholders:

NOTICE IS HEREBY GIVEN that the 1995 Annual Meeting of Stockholders of Kirby Corporation ("Kirby") will be held at the Houstonian Hotel, 111 North Post Oak Lane, Houston, Texas, on the 18th day of April, 1995, at 10:00 A.M. (local time) for the following purposes:

1. To elect eight (8) directors to hold office until the next annual election of directors by stockholders or until their respective successors shall have been duly elected and shall have qualified;
2. To transact such other business that may properly come before the meeting or any adjournment(s) thereof.

The Board of Directors has fixed the close of business on March 1, 1995, as the Record Date for the determination of stockholders entitled to notice of and to vote at such meeting or any adjournment(s) thereof. Only stockholders of record at the close of business on the Record Date are entitled to notice of and to vote at such meeting. The stock transfer books will not be closed.

BY ORDER OF THE BOARD OF DIRECTORS

HENRY GILCHRIST, SECRETARY

Dated: March 13, 1995

PLEASE MARK, DATE, SIGN AND RETURN THE ENCLOSED PROXY CARD IN THE POSTAGE PAID ENVELOPE PROMPTLY, WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING. IF YOU LATER DESIRE TO REVOKE YOUR PROXY FOR ANY REASON, YOU MAY DO SO IN THE MANNER DESCRIBED IN THE ATTACHED PROXY STATEMENT.

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KIRBY CORPORATION

PROXY STATEMENT FOR
ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD APRIL 18, 1995

SOLICITATION AND REVOCABILITY OF PROXIES

This Proxy Statement is furnished in connection with the solicitation of proxies on behalf of Kirby Corporation ("Kirby"), a Nevada corporation, for the 1995 Annual Meeting of Stockholders to be held on April 18, 1995, and any adjournment(s) thereof at the time and place and for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders.

The executive offices of Kirby are located at 1775 St. James Place, Suite 300, Houston, Texas 77056. Kirby's mailing address is P. O. Box 1745, Houston, Texas 77251-1745.

The Notice of Annual Meeting of Stockholders, this Proxy Statement, the proxy card and Kirby's Annual Report to Stockholders, which includes Kirby's Annual Report on Form 10-K for the fiscal year ended December 31, 1994, are first being mailed to stockholders on or about March 20, 1995.

The Record Date for determination of stockholders entitled to vote in person or by proxy at the Annual Meeting was the close of business on March 1,

1995. As of the close of business on March 1, 1995 there were 28,314,336 outstanding shares of Kirby Common Stock, par value \$0.10 per share (the "Common Stock").

Each outstanding share of Common Stock entitles the holder to one vote on all matters to be acted upon at the meeting. The presence, in person or by proxy, of the holders of a majority of the issued and outstanding shares of Common Stock entitled to vote at the meeting is necessary to constitute a quorum to transact business. Assuming the presence of a quorum, the affirmative vote of a plurality of the votes cast in the election of directors is required for the election of directors. Abstentions and broker non-votes will be counted for purposes of determining a quorum, but shall not be counted as voting for purposes of determining whether a nominee has received the necessary number of votes for election.

Shares represented by proxies will be voted for the election of each nominee director named in this Proxy Statement and the proxy card or vote will be withheld in accordance with the specifications made on the proxy card by the stockholder and, if no specification is made, will be voted in favor of the election of such nominee directors.

Whether or not you expect to be personally present at the meeting, you are requested to mark, date, sign and return the enclosed proxy card. Any stockholder giving a proxy in the form of the accompanying proxy card has the right to revoke the proxy by presenting a duly executed proxy bearing a later date, by attending the meeting and voting in person or by written notification to the Secretary of Kirby prior to the meeting.

In addition to proxy soliciting material mailed to the stockholders, officers and employees of Kirby may communicate with stockholders personally or by telephone, telegraph, telephone facsimile or by mail to solicit their proxy. Kirby has also retained the services of Corporate Investor Communications, Inc. ("CIC"), Carlstadt, New Jersey, to assist in the solicitation of proxies for a fee estimated at \$5,000 plus out-of-pocket expenses. Brokerage houses and other custodians, nominees and fiduciaries will, in connection with shares of Common Stock registered in their names, be requested to forward solicitation material to the beneficial owners of such shares and to secure their voting instructions. The costs of such solicitation will be borne by Kirby.

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ELECTION OF DIRECTORS (ITEM 1)

The Bylaws of Kirby provide that the Board of Directors shall consist of not fewer than three (3) nor more than fifteen (15) members and that the number of directors, within such limits, shall be determined by resolution of the Board of Directors at any meeting or by the stockholders at the Annual Meeting. By resolution of the Board of Directors at its January 17, 1995 meeting, the number of directors constituting the Board of Directors was set at eight (8).

Unless otherwise instructed by Kirby's stockholders, the persons named in the enclosed proxy card will vote the shares represented by such proxy for the election of the eight (8) nominees named in this Proxy Statement to hold office until the next Annual Meeting of Stockholders or until their respective successors shall have been duly elected and shall have qualified. No circumstances are presently known that would render any nominees named herein unable or unwilling to serve. Should any of them become unavailable for nomination or election or refuse to be nominated or to accept election as a director of Kirby, then the persons named as proxies in the enclosed proxy card intend to vote the shares represented in such proxy for the election of such person or persons as may be nominated or designated by the Board of Directors.

The following nominees constitute the current Board of Directors of Kirby:

NOMINEE, AGE, PRINCIPAL OCCUPATION, SERVICE AS DIRECTOR, OTHER DIRECTORSHIPS	SHARES OF COMMON STOCK BENEFICIALLY OWNED ON MARCH 1, 1995 (1)	PERCENT OF COMMON STOCK (1)
-----	-----	-----

George F. Clements, Jr.; age 69; Independent Oil and Gas

Producer and Private Investor.....	23,000 (2)	*
Mr. Clements has served as a director of Kirby since 1985. Mr. Clements currently serves as a director of Putnam Trust Company		
J. Peter Kleifgen; age 51; Personal Investments.....	29,000 (2) (3)	*
Mr. Kleifgen has served as a director of Kirby since 1983.		
William M. Lamont, Jr.; age 46; Personal Investments.....	16,142 (2) (4)	*
Mr. Lamont has served as a director of Kirby since 1979.		
C. W. Murchison, III; age 48; Personal Investments.....	13,000 (2) (5)	*
Mr. Murchison has served as a director of Kirby since 1983. Mr. Murchison currently serves as a director of Centex Corporation.		
George A. Peterkin, Jr.; age 67; President and Chief Executive Officer of Kirby.....	789,210 (6)	2.7%
Mr. Peterkin has served as President and a director of Kirby since 1973.		
J. H. Pyne; age 47; President of Dixie Carriers, Inc., a wholly owned subsidiary of Kirby.....	157,250 (7)	*
Mr. Pyne has served as a director of Kirby since 1988 and Executive Vice President of Kirby since 1992.		
Robert G. Stone, Jr.; age 72; Personal Investments.....	148,450 (2) (8) (9)	*
Mr. Stone has served as Chairman of the Board and a director of Kirby since 1983. Mr. Stone currently serves as a director of BHP Company, The Chubb Corporation, Corning Incorporated, Core Industries, Inc., The Japan Fund, Inc., Nova Care, Inc., The Pittston Company, Tandem Computers Incorporated, First Boston Investment Funds, Inc., Tejas Gas Corporation, Russell Reynolds Associates, Inc and various funds managed by Scudder Stevens & Clark, Inc.		
J. Virgil Waggoner; age 67; President and Chief Executive Officer of Sterling Chemicals, Inc.....	16,000 (2)	*
Mr. Waggoner has served as a director of Kirby since July, 1993. Mr. Waggoner currently serves as a director of Sterling Chemicals, Inc. and First Commerce Bank, N.A.		

(Notes on following page)

* Less than 1%.

- (1) Except as otherwise indicated, each of the persons named has sole voting and dispositive power with respect to the shares reported. The number of shares and percentage of ownership of Common Stock for each of the persons named assumes that shares of Common Stock issuable to such person upon the exercise of stock options within sixty days subsequent to the Record Date are outstanding.
- (2) Includes 13,000 shares issuable pursuant to stock options exercisable within sixty days subsequent to the Record Date.
- (3) Includes 3,000 shares of which Mr. Kleifgen is custodian for his sons, A. Robert and John W. Kleifgen, under the Uniform Gift to Minors Act.
- (4) Does not include 409,069 shares owned beneficially and of record by his wife, Mary Noel Lamont, or 505,171 shares owned by trusts of which Ms. Lamont is the beneficiary, of which all 919,240 shares, Mr. Lamont disclaims any beneficial ownership.
- (5) Does not include 393,780 shares owned by trusts created for the benefit of the widow and grandchildren of C.W. Murchison, Sr., including Mr. C.W. Murchison, III, of which Bankers Trust Company of Texas ("Bankers") is trustee. Mr. Murchison is the President, Treasurer and a Director, as well as a stockholder, of Bankers. Mr. Murchison disclaims beneficial ownership

of such 393,780 shares.

- (6) Includes 101,250 shares issuable pursuant to stock options exercisable within sixty days subsequent to the Record Date. Also includes 116,300 shares owned by thirteen trusts for which Mr. Peterkin is trustee and the beneficiaries of which are four of his grandchildren, two grandnieces, one grandnephew and two of the grandchildren of his wife, Nancy G. Peterkin. Mr. Peterkin disclaims beneficial ownership of the shares held by such trusts.
- (7) Includes 111,250 shares issuable pursuant to stock options exercisable within sixty days subsequent to the Record Date. Does not include 100 shares of which Mr. Pyne is custodian for his son, Samuel H. Pyne, under the Uniform Gifts to Minors Act and of which Mr. Pyne disclaims beneficial ownership.
- (8) Does not include 6,405 shares owned by a trust of which Mr. Stone is the trustee and of which he has a contingent remainder interest and 10,000 shares owned by a trust of which Mr. Stone is trustee. Also does not include 16,000 shares owned by his wife. Mr. Stone disclaims beneficial ownership of the foregoing shares.
- (9) Includes 15,000 shares issuable pursuant to the Stone Option (hereinafter defined) exercisable within sixty days subsequent to the Record Date, of which 5,000 shares are contingent upon Mr. Stone being re-elected to the Board of Directors at the 1995 Annual Meeting of Stockholders.

Each director of Kirby has been engaged in their respective principal occupation for the past five years. Mr. William M. Lamont, Jr. is related by marriage to Mr. C. W. Murchison, III by reason of Mr. Lamont's marriage to Mr. Murchison's cousin. Other than described above, no nominees are related to another nominee nor to any executive officer of Kirby or its subsidiaries or affiliates.

Mr. Henry Gilchrist, Secretary and General Counsel, served as director of Kirby from 1976 to June, 1987. In July, 1987, he was elected by the Board of Directors to serve as an Advisory Director of Kirby. In his capacity as an Advisory Director, Mr. Gilchrist is invited to attend meetings of the Board of Directors and to participate in Board discussions. However, Mr. Gilchrist is not entitled to vote on matters submitted for Board approval and is not involved in the administration or management of Kirby. Mr. Gilchrist also serves as an advisory member of the Compensation Committee of the Board of Directors. See "Board and Committee Meetings." Mr. Gilchrist is invited to attend these committee meetings and participate in committee discussions, but is not entitled to vote on matters submitted for committee approval. The selection of advisory directors and advisory committee members is made by the Board of Directors, and stockholders do not have a vote on these selections. Mr. Gilchrist is a member of the law firm of Jenkins & Gilchrist, a Professional Corporation. During the period from January 1, 1994 to December 31, 1994, Kirby retained such firm to perform various legal services. Kirby expects to retain Jenkins & Gilchrist, a Professional Corporation, to perform legal services in 1995.

BOARD AND COMMITTEE MEETINGS

During 1994, there were six meetings of the Board of Directors. No director attended fewer than 75% of the aggregate of all meetings of the Board of Directors and of the committees of the Board on which such director served.

Audit Committee -- Kirby's Audit Committee presently consists of three nonemployee directors: George F. Clements, Jr. (Chairman), J. Peter Kleifgen and C. W. Murchison, III. During 1994, the Audit Committee held three meetings. The Audit Committee meets with representatives of management, Kirby's independent public accountants and with the internal audit staff and discusses with each group independently of the other any recommendations or matters that either considers to be of significance. The Audit Committee reviews with the independent public accountants and management the plan and scope of the audit for each year, the status of the audit during the year, the results of such audit when completed and the fees for services performed. The Audit Committee also reviews with management, Kirby's internal auditor and the independent public accountants, the adequacy of the system of internal controls and recommendations made by the independent public accountants as to changes in

accounting procedures and internal accounting controls. In addition, the Audit Committee is responsible for reviewing and monitoring the performance of non-audit services by Kirby's independent public accountants and for recommending the engagement or discharge of Kirby's independent public accountants.

Compensation Committee -- Kirby's Compensation Committee presently consists of four nonemployee directors: William M. Lamont, Jr. (Chairman), George F. Clements, Jr., Robert G. Stone, Jr. and J. Virgil Waggoner. Henry Gilchrist also serves on the Compensation Committee as an Advisory Member. During 1994, the Compensation Committee held four meetings. The Compensation Committee reviews the salaries, bonuses and other forms of compensation for officers and key employees of Kirby and makes recommendations to the Board of Directors with respect thereto. In addition, the Compensation Committee also administers all of the Kirby Stock Option Plans except the 1976 Employee Stock Option Plan which is administered by the Board of Directors, and grants stock options under Kirby's Stock Option Plans except those Plans as to which grants of options are automatic and those as to which no additional options may be granted.

Executive Committee -- Kirby's Executive Committee is presently composed of Robert G. Stone, Jr., George A. Peterkin, Jr., J. H. Pyne and William M. Lamont, Jr. Kirby's Executive Committee has all the powers and authorities of the Board of Directors in the management and business affairs of Kirby when the Board is not in session, except the power or authority to fill vacancies in the membership of the Board of Directors, amend the Bylaws of Kirby or fill vacancies in the membership of the Executive Committee. The Executive Committee did not hold any formal meetings in 1994.

The Board of Directors of Kirby does not have a standing nominating committee.

DIRECTOR COMPENSATION

Directors who were not otherwise employed by Kirby, as well as the Advisory Director, were paid an annual retainer of \$10,000 during 1994 and received an additional fee of \$1,000 for attendance at each meeting of the Board of Directors. Directors and the Advisory Director were paid a fee of \$750 for attendance at each meeting of a committee; provided however, that if a committee meeting was on the same day and at the same place as a meeting of the Board of Directors, the attendance fee for such committee meeting was \$500. Committee Chairmen receive an additional \$2,500 per year. Directors and the Advisory Director were reimbursed for reasonable expenses incurred for attendance at the meetings.

DIRECTOR STOCK OPTION PLAN

Kirby has in effect three director plans, the 1989 Director Stock Option Plan of Kirby Exploration Company, Inc. ("The 1989 Director Plan"), the 1994 Nonemployee Director Stock Option Plan for Kirby Corporation (the "1994 Director Plan") and the 1993 Nonqualified Stock Option of Kirby Corporation for Robert G. Stone, Jr. (the "Stone Option"). The purpose of the director plans is to advance the interest of

Kirby by providing additional incentives to attract and retain qualified and competent nonemployee directors, upon whose efforts and judgment the success of Kirby (including its subsidiaries) is largely dependent.

The 1989 Director Plan provides for the one-time granting to directors of Kirby who are not employees of Kirby or its subsidiaries of Nonincentive Stock Options to purchase Common Stock ("1989 Director Options") and the use of already owned Common Stock as payment for the exercise price of 1989 Director Options.

The grant of 1989 Director Options under the 1989 Director Plan is automatic. Pursuant to the 1989 Director Plan, each nonemployee director who was a director on July 25, 1989, the date of adoption of the 1989 Director Plan, received a 1989 Director Option that expires on July 25, 1999, and Mr. Waggoner received a Director Option on July 20, 1993 that expires on July 20, 2003, each exercisable for 10,000 shares of Common Stock at the fair market value of such Common Stock on the date of grant.

The Board of Directors adopted an amendment of the 1989 Director Plan effective January 18, 1994 and such amendment was approved by the stockholders on April 19, 1994. The amendment reduced the number of stock options automatically granted to future directors from 10,000 shares of Common Stock to 5,000 shares of Common Stock. Any future nonemployee director of Kirby (who was not previously a director of Kirby) will be granted a Director Option for 5,000 shares of Common Stock on the date such nonemployee director is elected as a director, at an exercise price equal to the fair market value of the Common Stock on the date of grant. The 1989 Director Plan does not provide for any other grants of 1989 Director Options. The 1989 Director Options are fully exercisable after the date of grant. Unless terminated earlier, each of the 1989 Director Options expires ten years after date of grant.

Currently, Messrs. Clements, Kleifgen, Lamont, Murchison and Stone each hold 1989 Director Options currently exercisable for 10,000 shares of Common Stock at \$7.5625 per share and Mr. Waggoner holds a 1989 Director Option currently exercisable for 10,000 shares of Common Stock at \$18.625 per share.

The 1994 Director Plan provides for the automatic granting to directors or advisory directors of Kirby who are not employees of Kirby or its subsidiaries of Nonqualified Stock Options to purchase Common Stock ("1994 Director Options") and the use of already owned Common Stock as payment for the exercise price of 1994 Director Options.

Pursuant to the 1994 Director Plan, each nonemployee director or advisory director who was a director or advisory director on January 18, 1994, the date of the adoption of the 1994 Director Plan, received a 1994 Director Option to purchase 1,500 shares of Common Stock. On the first business day immediately following the date of each Annual Meeting of Stockholders of Kirby, beginning with the 1994 meeting, each nonemployee director who was, or is, a director or advisory director on such date, received, or shall receive, a 1994 Director Option for 1,500 shares of Common Stock at the fair market value of such Common Stock on such date. The 1994 Director Options are fully exercisable on or after the six-month anniversary of the date of grant. Unless terminated earlier, each of the 1994 Director Options granted expires ten years after the date of grant.

Currently, Messrs. Clements, Kleifgen, Lamont, Murchison, Stone, Waggoner and Gilchrist each hold 1994 Director Options currently exercisable for 1,500 shares of Common Stock at \$21.375 per share and 1,500 shares of Common Stock at \$21.0625 per share.

The Stone Option provides for the grant to Robert G. Stone, Jr., on July 20, 1993, subsequently approved by the stockholders on April 19, 1994, of a Nonqualified Stock Option exercisable for 25,000 shares of Common Stock at an exercise price of \$18.625 per share and the use of already owned Common Stock as payment for the exercise price of the Stone Option. The purpose of the Stone Option is to provide an incentive to retain Mr. Robert G. Stone, Jr. as Chairman of the Board of Kirby or as a member of the Board of Directors of Kirby. The Stone Option vested 20%, or 5,000 shares of Common Stock, on January 20, 1994, 20% on April 19, 1994, the date of the 1994 Annual Stockholders Meeting, and will vest 20% on the date of each Annual Stockholders Meeting through 1997, if following such meetings Mr. Stone is a member of the Board of Directors of Kirby.

COMMON STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table and notes thereto set forth certain information as of March 1, 1995 concerning persons known to Kirby to own beneficially 5% or more of Kirby's outstanding Common Stock together with information concerning beneficial ownership by Kirby's highest paid nondirector executive officers who received cash compensation in excess of \$100,000 for 1994 and Kirby's directors and executive officers as a group.

NAME	SHARES OF COMMON STOCK BENEFICIALLY OWNED ON MARCH 1, 1995(1)	PERCENT OF COMMON STOCK(1)
-----	-----	-----

Dietche & Field Advisers, Inc.....	2,499,500(2)	8.8%
FMR Corp.....	2,821,700(3)	10.0%
Goldman, Sachs & Co.....	2,061,500(4)	7.3%
Luther King Capital Management Corporation.....	1,536,802(5)	5.4%
Brian K. Harrington.....	63,500(6)	*
Ronald C. Dansby.....	51,250(7)	*
Steven M. Bradshaw.....	36,250(8)	*
Directors and executive officers as a group (16 in number).....	1,429,302(9)	5.0%

* Less than 1%

- (1) Except as otherwise indicated, each of the persons named has sole voting and dispositive power with respect to the shares reported. The number of shares and percentage of ownership of Common Stock for each of the persons named assumes that shares of Common Stock issuable upon the exercise of stock options within sixty days subsequent to the Record Date are outstanding.
- (2) Based on the Schedule 13G, dated January 19, 1995, filed by Dietche & Field Advisers, Inc. ("D&FA") with the Securities and Exchange Commission ("SEC"). The address of D&FA is 437 Madison Avenue, 33rd Floor, New York, New York 10022.
- (3) Based on the Schedule 13G, dated February 13, 1995, filed by FMR Corp. ("FMR") with the SEC. The address of FMR is 82 Devonshire Street, Boston, Massachusetts 02109.
- (4) Based on the Schedule 13G, dated February 10, 1995, filed by Goldman, Sachs & Co. ("GS") and The Goldman Sachs Group, L.P. ("GSG") with the SEC. GS shares beneficial ownership of such shares with GSG. The address of such parties is 85 Broad Street, New York, New York 10004.
- (5) Based on the Schedule 13G, dated February 9, 1995, filed by Luther King Capital Management Corporation ("LKCM") with the SEC. These share comprise 1,510,402 shares owned by various portfolios LKCM manages and 26,400 shares owned by LKCM's officers and employees and their relatives. The address of LKCM is 301 Commerce Street, Suite 1600, Fort Worth, Texas 76102.
- (6) Includes 62,500 shares issuable pursuant to stock options exercisable within sixty days subsequent to the Record Date.
- (7) Includes 51,250 shares issuable pursuant to stock options exercisable within sixty days subsequent to the Record Date.
- (8) Includes 36,250 shares issuable pursuant to stock options exercisable within sixty days subsequent to the Record Date.
- (9) Includes 530,250 shares that directors and executive officers have the right to acquire within sixty days subsequent to the Record Date through the exercise of stock options.

Kirby believes that the widow of C. W. Murchison, Sr. (deceased), the children of C. W. Murchison, Jr. (deceased) and John D. Murchison (deceased) and trusts created for their benefit collectively owned approximately 8.4% of the outstanding Common Stock as of the Record Date. Kirby has also been advised by such owners that they do not consider themselves to be a group or under common control.

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COMPENSATION OF EXECUTIVE OFFICERS

The total cash compensation paid for each of the three years ended December 31, 1992, 1993 and 1994 to the Chief Executive Officer, George A. Peterkin, Jr., and the other four most highly paid executive officers who received cash compensation in excess of \$100,000 for 1994 (collectively, the "named Executive Officers"), is set forth in the following Summary Compensation Table.

SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION -----	YEAR ----	ANNUAL COMPENSATION -----		LONG-TERM COMPENSATION AWARDS	ALL OTHER COMPENSATION -----
		SALARY (\$) -----	BONUS (\$) -----	OPTIONS/ SARS -----	
George A. Peterkin, Jr.....	1994	\$ 339,360	\$ --(1)	25,000	\$ --(2)
President, Director and Chief	1993	309,360	175,000	30,000	37,719
Executive Officer of Kirby	1992	286,027	75,000	10,000	34,361
J.H. Pyne.....	1994	239,360	--(1)	25,000	--(2)
President of Dixie, Executive Vice	1993	209,360	140,000	30,000	38,552
President and Director of Kirby	1992	199,360	100,000	20,000	35,567
Brian K. Harrington.....	1994	167,360	--(1)	15,000	--(2)
Senior Vice President and Treasurer	1993	160,960	85,000	25,000	34,749
of Kirby	1992	135,177	66,000	15,000	29,586
Ronald C. Dansby(3).....	1994	176,360	--(1)	--	--(2)
President of Dixie Marine, Inc. and	1993	170,060	95,000	25,000	36,826
Vice President of Kirby					
Steven M. Bradshaw(3).....	1994	141,360	--(1)	--	--(2)
Executive Vice President of Dixie					
and Vice President of Kirby	1993	135,360	84,000	20,000	28,559

(1) Bonuses for the 1994 year, payable in 1995, have not been determined as of the date of Proxy Statement.

(2) Represents the aggregate value of Kirby's contributions under Kirby's Profit Sharing Plan, 401(k) Plan and Excess Benefit Plan. Kirby's contributions under these deferred contributions plans for the 1994 year have not been determined as of the date of this Proxy Statement, except for Kirby's matching contributions under Kirby's 401(k) Plan pursuant to which Kirby's matching contributions to the individual accounts were as follows: \$4,500 each to George A. Peterkin, Jr., J. H. Pyne, Brian K. Harrington and Ronald C. Dansby and \$3,960 to Steven M. Bradshaw.

(3) Messrs. Dansby and Bradshaw became executive officers in 1993, and therefore, their compensation prior to 1993 is omitted.

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The following table discloses for each of the named Executive Officers options granted during the year ended December 31, 1994. The amounts shown for each of the named Executive Officers as potential realizable values for such options are based on assumed annual rates of stock price appreciation of 0%, 5% and 10% over the full ten year term of the options. The amounts shown as potential realizable value for all stockholders as a group represent the corresponding increases in the market value of 28,313,587 outstanding shares of Common Stock held by all stockholders as of December 31, 1994. No gain to the optionees is possible without an increase in the stock price that would benefit all stockholders proportionately. These potential realizable values are based solely on arbitrarily assumed rates of appreciation required by applicable SEC regulations. Actual gains, if any, on stock option exercises are dependent on the future performance of the Common Stock and overall market conditions. There can be no assurance that the amounts reflected in this table will be achieved.

OPTIONS/SAR GRANTS IN LAST FISCAL YEAR

INDIVIDUAL GRANTS -----		POTENTIAL REALIZED VALUE AT ASSUMED ANNUAL RATES OF STOCK PRICE APPRECIATION FOR OPTION TERM(3)		
% OF TOTAL OPTIONS/SARS GRANTED TO	EXERCISE	0%	5%	10%

NAME	OPTIONS/SARS GRANTED (#) (1)	EMPLOYEES IN FISCAL YEAR	OR BASE PRICE (\$/SH)	EXPIRATION DATE	ANNUAL GROWTH RATE (%) (2)	ANNUAL GROWTH RATE (%) (2)	ANNUAL GROWTH RATE (%) (2)
George A. Peterkin, Jr.....	25,000	38.46%	\$21.3750	01-18-2004	\$ 0	\$ 336,065	\$ 851,655
J. H. Pyne.....	25,000	38.46%	21.3750	01-18-2004	0	336,065	851,655
Brian K. Harrington.....	15,000	23.08%	21.3750	01-18-2004	0	201,639	501,993
Ronald C. Dansby.....	0	--	--	--	0	0	0
Steven M. Bradshaw.....	0	--	--	--	0	0	0
All stockholders as a group....	N/A	N/A	19.75 (4)	N/A	0	351,673,689 (4)	891,210,175 (4)

- (1) These options become exercisable 25% after one year, 50% after two years, 75% after three years and 100% after four years of the date of grant. The exercise price for these options may be paid with already owned shares of Common Stock. No stock appreciation rights were granted with these stock options.
- (2) For stock options, the value is based on the exercise price per share of Common Stock, which was the average of the high and low sales price per share of Common Stock on the date of grant on the American Stock Exchange ("AMEX") as reported by The Wall Street Journal.
- (3) Potential Realizable Value amounts for named Executive Officers have been calculated by multiplying the exercise price by the annual appreciation rate shown (compounded for the ten-year term of the options), subtracting the exercise price per share and multiplying the gain per share by the number of shares covered by the options.
- (4) For stockholders as a group, the value is based on a base price of \$19.75 per share of Common Stock, which was the closing price per share of Common Stock on December 31, 1994 on the AMEX as reported by The Wall Street Journal and 28,313,587 outstanding shares of Common Stock as of December 31, 1994.

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The following table discloses for each of the named Executive Officers their option exercises in the last fiscal year and the values of their options at December 31, 1994.

AGGREGATED OPTION/SAR EXERCISES IN LAST FISCAL YEAR AND DECEMBER 31, 1994 OPTION/SAR VALUES

NAME	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED (\$) (1)	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS/SARS AT DECEMBER 31, 1994 (#)		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS/SARS AT DECEMBER 31, 1994 (\$) (2)	
			EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
George A. Peterkin, Jr.....	60,000	\$ 1,042,500	87,500	52,500	\$ 1,289,843	\$ 187,344
J. H. Pyne.....			92,500	57,500	1,152,656	212,031
Brian K. Harrington.....			48,750	41,250	522,891	144,609
Ronald C. Dansby.....			43,750	26,250	452,890	132,422
Steven M. Bradshaw....			32,500	17,500	377,811	77,501

- (1) Based on the closing price per share of Common Stock on the date of exercise on the AMEX as reported by The Wall Street Journal.
- (2) Based on \$19.75 per share of Common Stock, which was the closing price per share of Common Stock on December 31, 1994 on the AMEX as reported by The Wall Street Journal. The amounts reflect the value of the options accumulated over a ten-year period.

COMPENSATION AGREEMENTS

Dixie has a Deferred Compensation Agreement with J. H. Pyne in connection with his employment as President of Dixie. The agreement provides for benefits to Mr. Pyne totaling \$4,175 per month commencing upon the later of his severance

from the employment of Dixie or his 65th birthday and continuing until the month of his death. If Mr. Pyne should die prior to receiving such deferred compensation, the agreement provides for monthly payments to his beneficiary for a period of sixty months. The agreement also provides that no benefits will be paid if Mr. Pyne is terminated for cause (as defined in the agreement).

In October, 1994 Kirby adopted an unfunded nonqualified Deferred Compensation Plan for Key Employees effective January 1, 1992, which is designed primarily to provide additional benefits to eligible employees to restore benefits to which they would be entitled under Kirby's Profit Sharing Plan and 401(k) Plan were it not for certain limits imposed by the Internal Revenue Code. The benefits under the Deferred Compensation Plan are designed to restore benefits for employees being compensated at an excess of \$150,000 per year. In 1992, 1993 and 1994 both George A. Peterkin, Jr. and J. H. Pyne were eligible to participate. For the 1992 and 1993 years, contributions to the Deferred Compensation Plan for George A. Peterkin, Jr. were \$28,179 and \$19,925, respectively, and for J. H. Pyne were \$7,849 and \$2,000, respectively. Contributions for the 1994 year have not been determined as of the date of this Proxy Statement.

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Board of Directors of Kirby has a standing Compensation Committee whose functions are to (1) make recommendations to the Board of Directors regarding compensation policies, including salary, bonuses and other compensation, (2) administer all of the Kirby Stock Option Plans except the 1976 Employee Stock Option Plan which is administered by the Board of Directors, and (3) grant stock options under Kirby's Stock Option Plans except those Plans as to which grants of options are automatic and those as to which no additional options may be granted. The Compensation Committee held four meetings in 1994. In 1994, the Board of Directors did not modify or reject in any material way any action or recommendation of the Compensation Committee. The Compensation Committee is composed of four members and one advisory member, none of whom are employees of Kirby and all of whom are "disinterested persons" as defined in the various Kirby Stock Option Plans.

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Compensation of executive officers is based primarily on three elements: (1) base salary, (2) annual incentives, such as bonuses, and (3) long-term incentives, primarily stock options. The basic goal is to pay compensation comparable to similar corporations, giving due regard to relative financial performance, and to tie annual incentives and long-term incentives to corporate performance and a return to the Kirby stockholders.

With regard to base salary, the objective is to set compensation at somewhat below the competitive median for similar positions in similar companies, and the Compensation Committee believes that this has generally been achieved.

With regard to the annual cash incentives for an executive officer, exclusive of base salary, the Compensation Committee attempts to set bonuses at a level that with a positive performance by the executive officer, and a certain level of profitability by Kirby, the total compensation for such executive officer, being base salary plus annual cash incentives, should be above the median total cash compensation of similar corporations and positions. The Compensation Committee believes that total annual cash compensation above the median for similar corporations and positions is justified since a significant portion of each executive officer's total annual cash compensation is at risk due to both individual as well as company performance factors.

The executive officers of Kirby's marine transportation group are considered for annual incentive bonuses based on a Return on Invested Capital formula that calculates a bonus pool and then distributes such bonus pool to executive officers based on company and individual performance.

Annual incentive bonuses for corporate executive officers who do not work for any of Kirby's operating groups are recommended by the Compensation Committee and are determined by the nonmanagement members of the Board of Directors. Major factors in determining these bonuses are the perceived individual contributions and the correlation of such contributions to the overall corporate performance, the level of bonuses paid to executive officers in the marine transportation groups and the strategic and financial performance

of Kirby. Stock options granted to executive officers and other Kirby employees have been granted at a price equal to the fair market value of Common Stock on the date of grant and generally vest in equal increments over a period of four years and, unless earlier terminated, are for a period of ten years.

The Compensation Committee's objective for long-term incentive compensation for executive officers is the median for long-term incentive compensation of similar corporations and positions, giving effect to Kirby's long-term performance relative to its peers.

In addition to retirement, health care and similar benefits, the primary long-term incentives for executive officers are options under Kirby's Stock Option Plans. Generally, in January or December of each year, stock option awards have been considered by the Compensation Committee, which made recommendations to the Board of Directors; however, beginning February 1, 1994, such stock option awards are made by the Compensation Committee. The Compensation Committee believes that Kirby's long-term executive officer compensation, as evidenced by the options granted to date, do not exceed the value of stock options granted by similar companies to their executive officers holding similar positions.

The Compensation Committee encounters certain difficulties in establishing a peer group of companies for compensation comparison purposes because there are few publicly traded marine transportation companies of similar size and none with a similar service mix. Some other marine transportation companies are limited partnerships or subsidiaries of larger public corporations, again making comparisons difficult. The Compensation Committee also compares Kirby's executive compensation to the executive compensation of similar-sized publicly held industrial companies.

Based on the report referred to below and other information available to it, the Compensation Committee believes that Kirby's executive compensation is consistent with the criteria set forth above. The Compensation Committee recognizes that certain elements of executive compensation are determined on a subjective basis; however, the Compensation Committee believes that, since it is satisfied that total executive compensation is not excessive, these procedures are better for both Kirby and its executives than would be a rigid formula-driven system. The Compensation Committee recognizes that external factors, such as flood waters, low water

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levels, and other weather-related conditions as well as the general business climate, impact Kirby's earnings and the Compensation Committee looks to longer-term results rather than endeavoring to equate compensation to some annual percentage of earnings or increased earnings.

On October 18, 1994, on the recommendation of the Compensation Committee, the Board of Directors adopted an unfunded non-qualified Deferred Compensation Plan for Key Employees effective January 1, 1992, which Plan was designed primarily to provide additional benefits to eligible employees to restore benefits to which they would be entitled under the Kirby Qualified Retirement Program were it not for certain limits imposed by the Internal Revenue Code. The Plan is designed to restore benefits for employees being compensated at an excess of \$150,000 per annum.

Section 162(m) of the Internal Revenue Code, enacted in 1993, generally disallows a tax deduction to public companies for compensation over \$1 million paid to any of the Chief Executive Officer and four other most highly compensated executive officers. Certain performance-based compensation, however, is specifically exempt from the deduction limit. Kirby does not have a policy that requires or encourages the Compensation Committee to qualify stock options or restricted stock awarded to executive officers for deductibility under Section 162(m) of the Internal Revenue Code. However, the Compensation Committee does consider the net cost to Kirby in making all compensation decisions.

The base salary compensation of the Chief Executive Officer of Kirby for 1994 was established at \$330,000 by the Kirby Board of Directors on January 18, 1994, on the recommendation of the Compensation Committee. The \$175,000 bonus paid the Chief Executive Officer of Kirby in 1994, which was earned in 1993, was determined by the Kirby Board of Directors on April 19, 1994, on the recommendation of the Compensation Committee.

The Chief Executive Officer's base pay and bonus were generally based on the same factors and criteria outlined above, being compensation paid to chief executives of corporations of similar size, individual as well as corporate performance and a general correlation with compensation of other executive officers of Kirby. Certain other factors the Compensation Committee considered in evaluating Kirby's corporate performance as it affected the Chief Executive Officer's total annual cash compensation are discussed below.

The Compensation Committee also recommended and the Board granted in January, 1994 a nonqualified stock option to the Chief Executive Officer for 25,000 shares of Common Stock. The Compensation Committee recommended the granting of this stock option based on its belief that stock options are a key element in Kirby's executive compensation policy. The Compensation Committee grants stock options for executive officers based on its evaluation of individual performance and Kirby's overall performance. As stated, the Compensation Committee recognizes that there is a significant subjective element in this procedure, but believes that such procedure is better suited to Kirby than would be a formula-driven policy. Total options outstanding at the end of 1994 were for 948,800 shares, constituting 3.4% of the then outstanding Common Stock of Kirby, assuming such options were fully exercised. The Compensation Committee believes that options in this amount are justified and are within the range of similar corporations that consider stock options an important part of their executive compensation package and that the options held by the Chief Executive Officer are an appropriate portion of total options.

In 1992, the Compensation Committee engaged a nationally recognized consulting firm to assess the existing Executive Compensation Program and make recommendations for changes. The study found that for the 1988-1992 period, the profitability performance of Kirby versus a transportation peer group and versus the S&P 400 had been well above the median and concluded that for the Chief Executive Officer, in particular, and for the entire executive group, pay levels were below levels justified by the performance of Kirby.

As a result of the above report, the Compensation Committee reviewed its policies and generally concluded that its base pay compensation policy was sound (except that the Chief Executive Officer was then under-compensated in light of the base pay compensation policy); the annual incentive policy was satisfactory, but could be simplified so as to be better understood by employees; and stock option grants needed to be made on a more structured basis. In light of its conclusions, the Compensation Committee developed, with the assistance of the nationally recognized consulting firm that analyzed Kirby's compensation, a Corporate Policy

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and Procedures Memorandum for an Incentive Bonus Program (the "Incentive Compensation Policy"), which was adopted by the Board of Directors effective January 1, 1993.

The Incentive Compensation Policy will be employed to determine bonuses paid in 1995, based on 1994 performance. Although the Compensation Committee is still studying policies and procedures for a more structured stock option grant program, the Compensation Committee believes that past and current stock option grants are well within the parameters of any more formal program that might be adopted.

Other factors considered by the Compensation Committee relating to the performance of Kirby's executive officers over time have been the successful sale of the Kirby oil and gas business in 1988, the concentration of company resources in the marine transportation and diesel repair field, which has resulted in the acquisition of six large and several smaller companies between 1989 and 1994 and the 1992 merger of another insurance company into Kirby's insurance subsidiary. The above mentioned acquisitions and merger have resulted in Kirby's total assets increasing from \$172 million at December 31, 1988 to \$667 million at December 31, 1994. The Compensation Committee also believes that the executive officers have done a commendable job in guiding Kirby through the recent recessionary period and the resulting commensurate reductions in demand for marine transportation while positioning Kirby for continued growth and profitability from its customer acceptance, safety record, maintenance standards and the acquisitions and merger mentioned above.

COMPENSATION COMMITTEE

William M. Lamont, Jr., Chairman
George F. Clements, Jr.
Robert G. Stone, Jr.
J. Virgil Waggoner
Henry Gilchrist, Advisory Member

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COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

No member of the Compensation Committee is or has been an officer or employee of Kirby or any of its subsidiaries or had any relationship requiring disclosure pursuant to Item 404 of SEC Regulation S-K. Henry Gilchrist, a non-voting Advisory Member of the Compensation Committee, is Secretary of Kirby, but is not an employee of Kirby. In 1994, no executive officer of Kirby served on the Compensation Committee, or as a director, of another entity, one of whose executive officers served on the Compensation Committee or on Kirby's Board of Directors.

KIRBY COMMON STOCK PERFORMANCE GRAPH

The following performance graph compares the five-year cumulative return of Kirby's Common Stock with that of the S&P 500 and the Dow Jones Marine Transportation Index:

COMPARATIVE FIVE-YEAR TOTAL RETURNS
KIRBY CORPORATION, S&P 500, DOW JONES MARINE TRANSPORTATION INDEX
(PERFORMANCE RESULTS THROUGH DECEMBER 31, 1994)

MEASUREMENT PERIOD (FISCAL YEAR COVERED)	KIRBY (KEX)	TRANSPORTA- TION INDEX	S&P 500
1989	\$100.00	\$100.00	\$100.00
1990	\$ 82.67	\$ 89.17	\$ 96.88
1991	\$129.33	\$137.30	\$126.42
1992	\$140.00	\$154.97	\$136.08
1993	\$228.00	\$189.20	\$149.80
1994	\$210.67	\$152.29	\$151.78

Each index assumes \$100 invested at December 29, 1989 and is calculated assuming quarterly reinvestment of dividends and quarterly weighting by market capitalization.

SECTION 16(A) COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires Kirby's officers and directors, and persons who own more than 10% of a registered class of Kirby's equity

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securities, to file reports of ownership and changes of ownership with the SEC and the AMEX. Officers, directors and greater than 10% shareholders of Kirby are required by SEC regulation to furnish Kirby with copies of all Section 16(a) forms they file.

Based solely on the review of the copies of such forms received, Kirby believes that, from January 1, 1994 to December 31, 1994, all filing requirements under Section 16(a) applicable to its officers, directors and greater than 10% beneficial owners were complied with.

VOTE REQUIRED

Assuming the presence of a quorum, the election of each of the nominees for Director requires the affirmative vote of a plurality of the shares of Common Stock represented and voting in person or by proxy at the 1995 Annual Meeting. Proxies will be voted for each of the nominees or will be withheld in accordance with specifications marked thereon, and, if no specification is made, will be

voted in favor of the election of each of the nominees.

THE BOARD OF DIRECTORS OF KIRBY UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE INDIVIDUALS NOMINATED FOR ELECTION AS A DIRECTOR.

OTHER BUSINESS (ITEM 2)

The Board of Directors knows of no other business that may properly be, or that is likely to be, brought before the meeting. If, however, any other matters are properly presented, it is the intention of the persons named in the accompanying form of Proxy to vote the shares covered thereby as in their discretion they may deem advisable.

RELATIONSHIP WITH INDEPENDENT PUBLIC ACCOUNTANTS

KPMG Peat Marwick served as Kirby's principal independent public accountants during 1994 and will continue to serve as Kirby's principal independent public accountants for the current year. Representatives of KPMG Peat Marwick are expected to be present at the 1995 Annual Meeting of Stockholders, with the opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions.

DATE OF RECEIPT FOR STOCKHOLDER PROPOSALS

Pursuant to Rule 14a-8 under the Securities and Exchange Act of 1934, as amended, stockholders may present proper proposals for inclusion in Kirby's proxy statement for consideration at its Annual Meeting of Stockholders by submitting proposals to Kirby in a timely manner. In order to be so included for the 1996 Annual Meeting, stockholder proposals must be received by Kirby no later than November 21, 1995, and must otherwise comply with the requirements of Rule 14a-8.

BY ORDER OF THE BOARD OF DIRECTORS

Henry Gilchrist
Secretary

March 13, 1995
Houston, Texas

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P R O X Y

KIRBY CORPORATION
1775 ST. JAMES PLACE, SUITE 300
P.O. BOX 1745
HOUSTON, TEXAS 77251-1745

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF
KIRBY CORPORATION.

The undersigned hereby appoints Robert G. Stone, Jr., George A. Peterkin, Jr., G. Stephen Holcomb and Henry Gilchrist, and each of them, as Proxies, each with the power to appoint his substitute, and hereby authorizes each to represent and to vote, as designated below, all the shares of common stock, par value \$0.10 per share, of Kirby Corporation (the "Company") held of record by the undersigned on March 1, 1995, the Record Date, at the Annual Meeting of Stockholders to be held on April 18, 1995, at the Houstonian Hotel, 111 North Post Oak Lane, Houston, Texas, at 10:00 A.M. (local time) and any adjournment(s) thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE PERSONS LISTED IN ITEM 1 AND SHOULD ANY OF THEM BECOME UNAVAILABLE FOR NOMINATION OR ELECTION OR REFUSE TO BE NOMINATED OR ACCEPT ELECTION AS A DIRECTOR OF THE COMPANY, THE PROXY WILL BE VOTED FOR THE ELECTION OF SUCH PERSON OR PERSONS AS MAY BE NOMINATED OR DESIGNATED BY THE BOARD OF DIRECTORS. THE PROXIES WILL USE THEIR DISCRETION WITH RESPECT TO ANY MATTER REFERRED TO IN ITEM 2.

(PLEASE DATE AND SIGN ON REVERSE SIDE)

/X/ PLEASE MARK
VOTES AS IN
THIS EXAMPLE.

PLEASE MARK BOXES IN BLUE OR BLACK

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR ALL" OF THE FOLLOWING PROPOSALS:

- 1. To elect eight (8) directors to hold office until the next annual election of directors by stockholders or until their respective successors shall have been duly elected and shall have qualified;

NOMINEES: George F. Clements, Jr., J. Peter Kleifgen, William M. Lamont, Jr. C.W. Murchison, III, George A. Peterkin, Jr., J.H. Pyne, Robert G. Stone, Jr., J. Virgil Waggoner

FOR	WITHHELD
//	//

MARK HERE //
FOR ADDRESS
CHANGE AND
NOTE AT LEFT

// _____
For all nominees except as noted above

- 2. The Proxies are authorized to vote upon such other business as may properly come before the meeting.

FOR	AGAINST	ABSTAIN
//	//	//

Please execute this Proxy as your name(s) appear(s) hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or other fiduciary or representative capacity, please set forth the full title. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person.

Signature: _____ Date _____

Signature: _____ Date _____

PLEASE MARK, SIGN, DATE, AND RETURN THIS PROXY PROMPTLY USING THE ENCLOSED ENVELOPE.