UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

[X] Quarterly report pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

For the quarter ended March 31, 1997

[ ] Transition report pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

Commission File Number 1-7615

Kirby Corporation

(Exact name of registrant as specified in its charter)

Nevada	74-1884980
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

1775 St. James Place, Suite 200, Houston, TX	77056-3453
(Address of principal executive offices)	(Zip Code)

(713) 435-1000

(Registrant's telephone number, including area code)

1775 St. James Place, Suite 300, Houston, TX 77056-3453

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

The number of shares outstanding of the registrant's Common Stock, $.10 par value per share, on May 5, 1997 was 24,300,336.

PART 1 - FINANCIAL INFORMATION

KIRBY CORPORATION AND CONSOLIDATED SUBSIDIARIES

CONDENSED BALANCE SHEETS
(Unaudited)

ASSETS

	March 31, 1997	December 31, 1996

	($ in thousands)	
Current assets:		
Cash and invested cash	$ 2,729	1,544
Available-for-sale securities - short-term investments	18,154	18,199
Accounts and notes receivable, net of allowance for doubtful accounts	80,379	79,866
Inventory - finished goods, at lower of average cost or market	16,585	16,361
Prepaid expenses and other	15,209	13,315
Deferred taxes	1,004	600
Total current assets	134,060	129,885
Property and equipment, at cost	524,204	518,773
Less allowance for depreciation	208,010	200,049
	316,194	318,724
Investments in affiliates:		
Insurance affiliate	42,010	44,554
Marine affiliates	12,522	12,697
	54,532	57,251
Excess cost of consolidated subsidiaries, net of accumulated amortization	8,141	8,316
Sundry	9,159	10,354
	$522,086	524,530

See accompanying notes to condensed financial statements.

KIRBY CORPORATION AND CONSOLIDATED SUBSIDIARIES

CONDENSED BALANCE SHEETS
(Unaudited)

LIABILITIES AND STOCKHOLDERS' EQUITY

	March 31, 1997	December 31, 1996
	($ in thousands)	
Current liabilities:		
Current portion of long-term debt	$ 5,333	5,333
Income taxes payable	4,430	4,027
Accounts payable	26,813	30,518
Accrued liabilities	49,080	44,511
Deferred revenues	5,451	5,302
Total current liabilities	91,107	89,691
Long-term debt, less current portion	177,517	176,617
Deferred taxes	46,705	45,901
Other long-term liabilities	6,709	6,567

	230,931	229,085
Contingencies and commitments	--	--
Stockholders' equity:		
Preferred stock, $1.00 par value per share. Authorized 20,000,000 shares	--	--
Common stock, $.10 par value per share. Authorized 60,000,000 shares, issued 30,907,000 shares	3,091	3,091
Additional paid-in capital	158,665	158,712
Unrealized net losses in value of available-for-sale securities	(851)	(32)
Retained earnings	120,002	115,263
	280,907	277,034
Less cost of 6,607,000 shares in treasury (6,129,000 at December 31, 1996)	80,859	71,280
	200,048	205,754
	$ 522,086	524,530

See accompanying notes to condensed financial statements.

KIRBY CORPORATION AND CONSOLIDATED SUBSIDIARIES

CONDENSED STATEMENTS OF EARNINGS
(Unaudited)

	Three months ended March 31,	
	1997	1996
	($ in thousands, except per share amounts)	
Revenues:		
Transportation	$ 77,912	77,472
Diesel repair	20,544	14,935
Investment income	291	337
Loss on disposition of assets	(16)	(16)
Other	184	175
	98,915	92,903
Costs and expenses:		
Costs of sales and operating expenses (except as shown below)	67,199	61,462
Selling, general and administrative	11,322	10,151
Taxes, other than on income	1,825	1,925
Depreciation and amortization	8,796	9,388
	89,142	82,926
Operating income	9,773	9,977
Equity in earnings of insurance affiliate	401	969
Equity in earnings of marine affiliates	863	748

Interest expense	(3,374)	(3,315)
Earnings before taxes on income	7,663	8,379
Provision for taxes on income	(2,924)	(3,139)
Net earnings	$ 4,739	5,240
Net earnings per share of common stock	$ .19	.20

See accompanying notes to condensed financial statements.

KIRBY CORPORATION AND CONSOLIDATED SUBSIDIARIES

CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three months ended March 31,	
	1997	1996
	($ in thousands)	
Cash flows from operating activities:		
Net earnings	$ 4,739	5,240
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	8,796	9,388
Provision for deferred income taxes	842	983
Loss on disposition of assets	16	16
Deferred scheduled maintenance costs	2,895	1,421
Equity in earnings of insurance affiliate, net of redemption	1,599	(969)
Equity in earnings of marine affiliates, net of distributions	176	(748)
Other	--	628
Increase in cash flows resulting from changes in operating working capital	(3,275)	6,200
Net cash provided by operating activities	15,788	22,159
Cash flows from investing activities:		
Proceeds from sale and maturities of investments	1,935	--
Purchase of investments	(2,205)	(1,793)
Capital expenditures	(6,358)	(13,787)
Proceeds from disposition of assets	750	2,737
Net cash used in investing activities	(5,878)	(12,843)
Cash flows from financing activities:		
Payments on bank revolving credit agreements, net	(15,100)	(8,600)
Increase in long-term debt	50,000	--
Payments on long-term debt	(34,000)	(426)
Purchase of treasury stock	(10,608)	--
Proceeds from exercise of stock options	983	81

Net cash used in financing activities	(8,725)	(8,945)
Increase in cash and invested cash	1,185	371
Cash and invested cash, beginning of year	1,544	1,457
Cash and invested cash, end of period	$ 2,729	1,828

Supplemental disclosures of cash flow information:

Cash paid during the period:		
Interest	$ 1,550	1,138
Income taxes	$ 294	300

See accompanying notes to condensed financial statements.

KIRBY CORPORATION AND CONSOLIDATED SUBSIDIARIES

NOTES TO CONDENSED FINANCIAL STATEMENTS

In the opinion of management, the accompanying unaudited condensed financial statements of Kirby Corporation and consolidated subsidiaries (the "Company") contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of March 31,1997 and December 31, 1996, and the results of operations for the three months ended March 31, 1997 and 1996.

(1) BASIS FOR PREPARATION OF THE CONDENSED FINANCIAL STATEMENTS

The condensed financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Although the Company believes that the disclosures are adequate to make the information presented not misleading, certain information and footnote disclosures, including significant accounting policies, normally included in annual financial statements have been condensed or omitted pursuant to such rules and regulations. It is suggested that these condensed financial statements be read in conjunction with the Company's latest Annual Report on Form 10-K.

(2) TAXES ON INCOME

Earnings before taxes on income and details of the provision for taxes on income for the three months ended March 31, 1997 and 1996 were as follows (in thousands):

	Three months ended March 31,	
	1997	1996
Earnings before taxes on income:		
United States	$7,262	7,410
Foreign	401	969
	$7,663	8,379
Provision for taxes on income:		
United States:		

Current	$1,727	2,016
Deferred	827	983
State and municipal	170	140
	2,724	3,139
Puerto Rico - Current	200	--
	$2,924	3,139

KIRBY CORPORATION AND CONSOLIDATED SUBSIDIARIES

NOTES TO CONDENSED FINANCIAL STATEMENTS - (Continued)

(3) LONG-TERM DEBT

The Company has on file a shelf registration on Form S-3 with the Securities and Exchange Commission providing for the issue of up to $250,000,000 of medium term notes ("Medium Term Notes") at fixed or floating interest rates with maturities of nine months or longer. In January 1997, the Company issued $50,000,000 of the authorized Medium Term Notes at a fixed interest rate of 7.05%, due January 29, 2002. Proceeds from the issuance were used to retire $34,000,000 of Medium Term Notes due March 10, 1997, with the balance used to reduce the Company's revolving credit agreement (the "Credit Agreement") with Texas Commerce Bank National Association, as agent bank. As of March 31, 1997, $121,000,000 was available under the Medium Term Notes program and $44,700,000 was available for takedown under the Credit Agreement. Both issues are available to provide financing for future business and equipment acquisitions and working capital requirements.

(4) INSURANCE DISCLOSURE

The Company's investment in Universal Insurance Company ("Universal"), a property and casualty insurance company operating exclusively in the Commonwealth of Puerto Rico, is accounted for under the equity method of accounting. Currently, the Company owns 45% of Universal's voting common stock and 55% is owned by Eastern America Financial Group, Inc. In March 1997, Universal redeemed $2,000,000 of Universal's voting common stock, reducing the Company's voting common stock investment in Universal from 47% to 45%.

KIRBY CORPORATION AND CONSOLIDATED SUBSIDIARIES

Management's Discussion and Analysis of
Financial Condition and Results of Operations

Statements contained in this Form 10-Q that are not historical facts, including, but not limited to, any projections contained herein, are forward-looking statements and involve a number of risks and uncertainties. Such statements can be identified by the use of forward-looking terminology such as "may," "will," "expect," "anticipate," "estimate," or "continue" or the negative thereof or other variations thereon or comparable terminology. The actual results of the future events described in such forward-looking statements in this Form 10-Q could differ materially from those stated in such forward-looking statements. Among the factors that could cause actual results to differ materially are: adverse economic conditions, industry competition and other competitive factors, adverse weather conditions such as high water, low water, fog and ice, marine accidents, construction of new equipment by competitors, including construction with government assisted financing, government and environmental laws and regulations, and the timing, magnitude and number of acquisitions made by the Company.

The Company is a provider of marine transportation services for both the inland and offshore marine markets. The marine transportation segment is divided into two divisions, organized around the markets they serve. The Inland Division serves the inland industrial chemical, petrochemical, agricultural chemical and refined products markets. The Offshore Division serves the offshore refined products, dry-bulk, container and palletized cargo markets. The Offshore Division also serves as managing partner of two offshore marine partnerships, of which the Company has a 35% and 50%, respectively, ownership. The partnerships are accounted for under the equity method of accounting.

The Company is engaged through its Diesel Repair Division in the sale, overhaul and repair of large medium-speed diesel engines in marine, power generation and rail applications. The Company's 45% voting common stock investment in Universal is accounted for under the equity method of accounting.

RESULTS OF OPERATIONS

The Company reported net earnings for the 1997 first quarter of $4,739,000, or $.19 per share, on revenues of $98,915,000, compared with $5,240,000, or $.20 per share, on revenues of $92,903,000 for the 1996 first quarter. Net earnings for the 1997 first quarter were reduced by a net loss estimated to total $1,750,000, or $.07 per share, from the effects of flooding throughout the Mississippi River System.

The following table sets forth the Company's revenues and percentage of such revenues for the three months ended March 31, 1997 compared with the three months ended March 31, 1996 (dollars in thousands):

	THREE MONTHS ENDED MARCH 31,					
	1997		1996		INCREASE (DECREASE)	
	AMOUNTS	%	AMOUNTS	%	AMOUNTS	%
Revenues:						
Inland Division	$54,811	55%	$56,854	61%	$(2,043)	(4)%
Offshore Division	23,101	23	20,618	22	2,483	12
Diesel Repair Division	20,544	21	14,935	16	5,609	38
Other income	459	1	496	1	(37)	(7)
	$98,915	100%	$92,903	100%	$ 6,012	6%

The 4% decline in revenue for the Inland Division was primarily attributable to the severe flooding on the Mississippi River System during the 1997 first quarter, which resulted in an estimated loss of revenue of $2,600,000. The flooding resulted in river closures in selected areas for numerous days and mandated regulatory operating restrictions. During the majority of the first quarter, the upper Mississippi River and Ohio River experienced high water and flooding conditions. During the month of March, the lower Mississippi River, the Company's principal area of operations, experienced high water not seen in such severity since 1983. The loss of revenue was the result of delays, diversions and limitations on night passages, horsepower requirements and size of tows. In addition, the revenue for the Inland Division for the three months ended March 31, 1996 included approximately $1,900,000 of revenue from the Company's harbor services operation, whose revenue for the 1997 first three months of approximately $2,400,000 was included in the Offshore Division.

During the latter portion of the 1997 first quarter, the Inland Division's equipment was fully utilized and spot market rates increased. Fleet utilization and spot market pricing has benefited from the river system's inefficiencies, as well as improved volumes in the inland chemical, petrochemical and refined products markets.

The Offshore Division's 12% increase in revenue for the 1997 first quarter was primarily attributable to the addition of the harbor services operation's revenue of approximately $2,400,000 as noted above. The Division's tanker fleet operated at full utilization at adequate rates for the majority of the 1997 and 1996 first quarters, moving heating oil to the Northeast and refined products to the West Coast. Spot market rates were higher during the 1997 first quarter compared with the 1996 first quarter. During the 1997 first quarter, only one of the Company's two preference-aid freighters was employed, compared with one fully employed, one partially employed and one idle during the 1996 first quarter. The Company scrapped one freighter in September, 1996. Lack of available movements and corresponding low rates continue to plague this segment of the Offshore Division.

The Diesel Repair Division's revenue for the 1997 first three months reflected a 38% increase over the 1996 corresponding quarter. The increase was primarily due to the inclusion of MKW Power System, Inc. ("MKW"), whose operating assets were acquired in July 1996. Such acquisition generated approximately $7,300,000 of revenue during the 1997 first quarter. In addition, the flooding on the Mississippi River System during the 1997 first quarter affected the Diesel Repair Division, as its Midwest facility was negatively impacted by deferred engine maintenance and overhauls from its inland marine customers.

The following table sets forth the costs and expenses and percentage of each for the three months ended March 31, 1997 compared with the three months ended March 31, 1996 (dollars in thousands):

	THREE MONTHS ENDED MARCH 31,					
	1997		1996		INCREASE (DECREASE)	
	AMOUNTS	%	AMOUNTS	%	AMOUNTS	%
Costs and expenses:						
Costs of sales and operating expenses	$67,199	75%	$61,462	74%	$ 5,737	9%
Selling, general and administrative	11,322	13	10,151	12	1,171	12
Taxes, other than on income	1,825	2	1,925	2	(100)	(5)
Depreciation and amortization	8,796	10	9,388	12	(592)	(6)
	$89,142	100%	$82,926	100%	$ 6,216	7%

The 9% increase in costs of sales and operating expenses primarily reflected the Diesel Repair Division's 1997 first quarter costs and expenses associated with the approximate $7,300,000 of revenues generated from the operating assets acquired from MKW. In addition, the Inland Division's operating expenses increased for the 1997 first quarter, reflecting the high utilization of the vessels associated with the flooding.

Selling, general and administrative expenses increased 12% in the 1997 first quarter compared with the first quarter of 1996. The increase was largely due to approximately $1,900,000 of additional expenses associated with the Diesel Repair Division's acquisition of MKW. Selling, general and administrative expenses for the Inland Division and corporate activities declined approximately $900,000, reflecting the savings from the 1996 reorganization program, which was designed to reduce administrative costs and improve operating efficiencies.

Depreciation and amortization for the 1997 first quarter was 6% lower than the corresponding 1996 quarter. During the 1996 second quarter, the

Company changed the estimated depreciable lives of its inland tank barges and towboats. The change, recorded in the 1996 second quarter, was effective as of January 1, 1996 and decreased depreciation expense for the 1996 first six months by $1,261,000. The change in the estimated lives provided a more consistent matching of revenues and depreciation expenses over the economic useful lives of the inland barges and towboats.

The following table sets forth the operating income and operating margin by division for the three months ended March 31, 1997 compared with the three months ended March 31, 1996 (dollars in thousands):

	THREE MONTHS ENDED MARCH 31,					
	1997		1996		INCREASE (DECREASE)	
	AMOUNTS	%	AMOUNTS	%	AMOUNTS	%
Operating income (loss):						
Inland Division	$ 5,791	10.6%	$ 7,208	12.7%	$(1,417)	(20)%
Offshore Division	3,104	13.4	2,564	12.4	540	21
Diesel Repair Division	1,547	7.5	1,183	7.9	364	31
Corporate, net	(669)		(978)		309	32
	$ 9,773		$ 9,977		$ (204)	(2)%

KIRBY CORPORATION AND CONSOLIDATED SUBSIDIARIES

Management's Discussion and Analysis of
Financial Condition and Results of Operations

As stated above, flooding on the entire Mississippi River System during the 1997 first quarter resulted in an estimated reduction in the Inland Division's revenue and operating profit of $2,600,000. Adding back the flooding impact, the Inland Division's 1997 first quarter operating margin was 14.6%, an improvement over the 12.7% margin reported for the 1996 first quarter.

The following table sets forth the equity in earnings of affiliates and interest expense for the three months ended March 31, 1997 compared with the three months ended March 31, 1996 (dollars in thousands):

	THREE MONTHS ENDED MARCH 31,		INCREASE (DECREASE)	
	1997	1996	AMOUNT	%
Equity in earnings of insurance affiliate	$ 401	$ 969	$ (568)	(59)%
Equity in earnings of marine affiliates	863	748	115	15%
Interest expense	(3,374)	(3,315)	59	2%

The Company currently has a 45% voting common stock investment in Universal. The amount recorded by the Company as equity in earnings for the Company's investment in Universal is influenced to the extent that anticipated future redemptions by Universal of its common stock exceeds the Company's investment in Universal's stock. The Company also has a 100% investment in Universal's nonvoting preferred stock. Because the preferred stock controls a separate portfolio of U.S. Treasury Securities, the Company accounts for this preferred stock under SFAS 115. Therefore, the interest earned, as well as the realized gains from the sale of U.S. Treasury Securities collateralizing the preferred stock, were included as part of equity in earnings of the insurance affiliate. For the 1997 and 1996 first quarters, the Company recorded $251,000 and $237,000, respectively, of interest earned from its investment in U.S.

Treasury Securities, and recognized during the 1996 first quarter $582,000 of realized gains from the sale of such U.S. Treasury Securities, which were included in equity in earnings of insurance affiliate.

Equity in earnings of marine affiliates reflected a 15% increase for the 1997 first quarter compared with the 1996 first quarter. The offshore marine partnership vessels were fully employed during each comparable quarter, with the exception of fewer shipyard days in the 1997 first quarter.

Interest expense reflected a 2% increase for the 1997 first quarter compared with the first quarter of 1996 due to the increase in the long-term debt to finance the purchase of treasury stock discussed below, and the recently completed barge construction project also discussed below. Excess cash flows from operating activities were used to pay down the long-term debt.

KIRBY CORPORATION AND CONSOLIDATED SUBSIDIARIES

Management's Discussion and Analysis of
Financial Condition and Results of Operations

FINANCIAL CONDITION, CAPITAL RESOURCES AND LIQUIDITY

BALANCE SHEET

Total assets as of March 31, 1997 were $522,086,000, a decrease of less than 1%, compared with $524,530,000 as of December 31, 1996. The following table sets forth the significant components of the balance sheet as of March 31, 1997 compared with December 31, 1996 (dollars in thousands):

	MARCH 31, 1997	DECEMBER 31, 1996	INCREASE (DECREASE) AMOUNT	%
Assets:				
Current assets	$ 134,060	$ 129,885	$ 4,175	3%
Property and equipment, net	316,194	318,724	(2,530)	(1)
Investments in affiliates	54,532	57,251	(2,719)	(5)
Other assets	17,300	18,670	(1,370)	(7)
	$ 522,086	$ 524,530	$ (2,444)	--%
Liabilities and Stockholders' equity:				
Current liabilities	$ 91,107	$ 89,691	$ 1,416	2%
Long-term debt	177,517	176,617	900	1
Deferred taxes	46,705	45,901	804	2
Other long-term liabilities	6,709	6,567	142	2
Stockholders' equity	200,048	205,754	(5,706)	(3)
	$ 522,086	$ 524,530	$ (2,444)	--%

The 3% growth in current assets primarily reflected the increase in prepaid expenses associated with the annual insurance premiums from the Company's captive insurance subsidiary. The decrease of 1% of property and equipment reflected the depreciation of approximately $8,100,000, offset by approximately $6,400,000 of capital additions, which are more fully discussed below. The 5% decrease in investments in affiliates was attributable to the $2,000,000 redemption from Universal, more fully described below, and a $1,039,000 distribution from the marine partnerships, offset by the equity in earnings of the insurance affiliate and marine affiliates for the first quarter of 1997. Other assets decreased 7% primarily from the amortization of excess cost of consolidated subsidiaries and other intangibles totaling

$675,000 for the 1997 first quarter.

Long-term debt, more fully described below, increased $900,000 during the quarter, reflecting an increase in long-term debt associated with the treasury stock acquisitions, less paydowns on debt from the operating cash flow generated during the quarter. The 2% increase in deferred taxes payable was directly attributable to the $827,000 provision for deferred taxes. Stockholders' equity decreased 3% during the 1997 first quarter, reflecting the net earnings of $4,739,000, offset by the purchase of treasury stock of more fully described below, and a decrease in the unrealized value of investments associated with the Universal preferred stock described above.

LONG-TERM DEBT

In January 1997, the Company issued $50,000,000 of Medium Term Notes at a fixed interest rate of 7.05% due January 29, 2002. Proceeds from the issuance were used to retire the $34,000,000 of Medium Term Notes due March 10, 1997, with the balance used to reduce the Company's $100,000,000 revolving Credit Agreement. As of March 31, 1997, $95,000,000 was outstanding under the Medium Term Notes program and $55,300,000 was outstanding under the Credit Agreement.

CAPITAL EXPENDITURES

The Company continued to enhance its existing operations through the construction of new equipment. During the 1997 first quarter, the final two newly constructed inland tank barges were placed in service, completing the order of 24 double-skin 29,000 barrel capacity barges, for use in the movement of industrial chemicals and refined products. The construction project cost approximately $1,500,000 per barge. Funds for the construction project were available through the Company's Credit Agreement and cash provided by operating activities.

TREASURY STOCK PURCHASES

During the 1997 first quarter, the Company purchased 564,450 shares of its own common stock at a total purchase price of $10,608,000, for an average price of $18.80 per share. Since April 1, 1997, the Company has purchased 16,200 shares of its common stock at a total purchase price of $279,000, for an average price of $17.20 per share. As of May 5, 1997, the Company had 1,859,000 shares available under the 6,250,000 total repurchase authorization. The treasury stock purchases were financed by borrowing under the Company's Credit Agreement. The Company is authorized to purchase its common stock on the New York Stock Exchange and in privately negotiated transactions. When purchasing its common stock, the Company is subject to price, trading volume and other market considerations. Shares purchased may be used for reissuance upon the exercise of stock options, in future acquisitions for stock or for other appropriate corporate purposes.

LIQUIDITY

The Company generated net cash provided by operating activities of $15,788,000 for the first three months of 1997 compared with $22,159,000 for the 1996 first three months. The 1997 first quarter was negatively affected by a $3,275,000 decrease from changes in operating working capital, compared with an increase of $6,200,000 from changes in operating working capital for the 1996 first quarter. The 1997 first quarter also included a $2,000,000 redemption of Universal's common stock and a $1,039,000 distribution from marine partnerships.

Funds generated are available for capital construction projects, treasury stock repurchases, asset acquisitions, repayment of borrowings associated with treasury stock acquisitions or asset acquisitions and for other operating requirements. In addition to its net cash provided by operating activities, the Company also has available as of May 5, 1997, $48,000,000 under its revolving credit agreement and $121,000,000 available under its Medium Term Notes program. The Company's fixed principal payments during the next 12 months are $5,333,000.

During the last three years, inflation has had a relatively minor effect on the financial results of the Company. The marine transportation segment has long-term contracts which generally contain cost escalation clauses whereby certain costs, including fuel, can be passed through to its customers, while the transportation assets acquired and accounted for using the purchase method of accounting were adjusted to a fair market value and, therefore, the cumulative long-term effect on inflation was reduced. The repair portion of the diesel repair segment is based on prevailing current market rates. The Company does not presently use financial derivatives, but uses a mix of floating and fixed rate debt. The Company has no foreign exchange risks.

The Company has no present plan to pay dividends on its common stock.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

For a detailed explanation of the material pending legal proceedings against the Company, please refer to the Form 10-K for the year ended December 31, 1996.

Item 4. Results of Votes of Security Holders

(a) The Registrant held its Annual Meeting of Stockholders on April 15, 1997.

(b) Proxies for the meeting were solicited pursuant to Regulation 14; there was no solicitation in opposition to management's nominees for directors as listed in the Proxy Statement, and all such nominees were elected.

Directors elected were George F. Clements, Jr., C. Sean Day, William M. Lamont, Jr., George A. Peterkin, Jr., J. H. Pyne, Robert G. Stone, Jr., Thomas M. Taylor and J. Virgil Waggoner. No other directors previously in office continued as a director or continued in office after the meeting.

(c) A proposal to approve the 1996 Employee Stock Option Plan was also approved by the Stockholders at the Annual Meeting. The number of affirmative, negative and abstained votes with respect to the matter was as follows:

For	18,960,049
Against	2,783,761
Abstain	121,531

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

11.0 Computation of Earnings per Common Share.

27.0 Financial Data Schedule.

(b) Reports on Form 8-K:

There were no reports on Form 8-K filed for the three months ended March 31, 1997.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

KIRBY CORPORATION
(Registrant)

By: /s/ G. STEPHEN HOLCOMB
G. Stephen Holcomb
Vice President and
Controller

Dated: May 6, 1997

Index to Exhibits

Exhibit Number	Description
11.0	Computation of Earnings per Common Share.
27.0	Financial Data Schedule.

EXHIBIT 11.0

KIRBY CORPORATION AND CONSOLIDATED SUBSIDIARIES

COMPUTATION OF EARNINGS PER COMMON SHARE

	THREE MONTHS ENDED MARCH 31,	
	1997	1996
	(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)	
Net earnings	$ 4,739	5,240
Shares:		
Weighted average number of common shares outstanding	24,605	26,260
Common equivalent shares for dilutive effect of assumed exercise of stock options	299	340
	24,904	26,600
Net earnings per share of common stock	$ .19	.20

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM CONDENSED CONSOLIDATED BALANCE SHEETS AND STATEMENTS OF EARNINGS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
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<CGS>		12,099
<TOTAL-COSTS>		67,199
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<INTEREST-EXPENSE>		3,374
<INCOME-PRETAX>		7,663
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<INCOME-CONTINUING>		4,739
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<NET-INCOME>		4,739
<EPS-PRIMARY>		.19
<EPS-DILUTED>		.19