## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
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hours per response:	0.5							

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     LAWRENCE CHARLES BERDON					2. Issuer Name and Ticker or Trading Symbol KIRBY CORP [ KEX ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner						
GH DRIVI	•		3. Date of Earliest Transaction (Month/Day/Year) 12/01/2009															specify		
ON T		7700 (Zip)	7	- 4.1	Line) X F										Form Form	rm filed by One Reporting Person rm filed by More than One Reporting				
	Tak	ole I -	· Non-Deriv	ative	e Sec	uritie	s A	cqı	uired,	Dis	sposed (	of, or	Benefic	ially	Owne	ed				
Date			ear)   i	ar) if any			3. Transaction Code (Instr. 8)		Disposed Of (D) (Ins				) Se Be	5. Amount of Securities Beneficially Owned Following			Direct ndirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Am	nount	(A) or (D) Price		Transaction(s) (Instr. 3 and 4)							
Common Stock, par value \$.10 per share 12			12/01/200	)9				S		7	75,000	D	\$34.146	8	710,313		D			
Common Stock, par value \$.10 per share			12/02/2009					S		4	2,100	D	\$34.2549		668,213		D			
Common Stock, par value \$.10 per share															234,227		I		Part	nership <sup>(1)</sup>
Common Stock, par value \$.10 per share															370,000		I		Trus	sts <sup>(2)</sup>
Common Stock, par value \$.10 per share														9,116		6	I		401	K Plan
	Т	able													wned					
Derivative Security Instr. 3) Date (Month/Day/Year)  Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  Execution Date, if any (Month/Day/Year)			Code 8)	(Instr.	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)  Date Expiration Exercisable Date				unt of rities rlying ative rity (Instr. 3	Der Sec (Ins	Derivative Security (Instr. 5) Bene Owne Follor Repo		ative rities Form: Direct or Ind (I) (Instant)		hip D) ect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(F) GH DRIVE 0000  ON T.  (S) Security (Ins) Stock, par Stock, par Stock, par Stock, par Stock, par	(First) GH DRIVE 0000  DN TX  (State)  Take Security (Instr. 3)  Stock, par value \$.10 per s  Tock, par value \$.10 per s Stock, par value \$.10 per s Stock, par value \$.10 per s  Tochnical Stock (Month/Day/Year)	(First) (Midd GH DRIVE 0000  ON TX 77000  (State) (Zip)  Table I - Security (Instr. 3)  Stock, par value \$.10 per share Table  2. Conversion or Exercise Price of Derivative    Conversion or Exercise Price of Derivative	(First) (Middle)  GH DRIVE  000  TX 77007  (State) (Zip)  Table I - Non-Derive (Month/Day/Y)  Stock, par value \$.10 per share 12/01/200  Stock, par value \$.10 per share 12/02/200  Stock, par value \$.10 per share 12/02/200	(First) (Middle)  (First) (Middle)  GH DRIVE  000  Table I - Non-Derivative  Security (Instr. 3)  Stock, par value \$.10 per share  Stock, par value \$.10 per share	(First) (Middle)  (First) (Middle)  (First) (Middle)  3. Date of 12/01/20  2. Transaction Date (Month/Day/Year)  Stock, par value \$.10 per share  Stock, par value \$.10 per share	Conversion of Execurity   Conversion of Execurity	KIRBY CORP	Conversion or Exercise Price of Bernard State   Conversion or Exercise Price of Date (Month/Day/Year)   Stock, par value \$.10 per share	Circle   CHARLES BERDON   KIRBY CORP   KEX	Code   V   Arr	Code   V Amount   Stock, par value \$.10 per share   12/01/2009   Stock, par value \$.10 per share   Stock,	KIRBY CORP   KEX	(First) (Middle)  GH DRIVE  000  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3)  2. Transaction Date (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5 (Month/Day/Year))  2. Transaction Date (Month/Day/Year)  Stock, par value \$.10 per share 12/01/2009	(First) (Middle)  GH DRIVE  000  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Code (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Security (Instr. 3)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Stock, par value \$.10 per share  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Stock, par value \$.10 per share  Stock, par value \$.10 per share  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Oscillation (G) or Securities Acquired, Disposed of, or Beneficially Oscillation (G) or Securities Acquired, Disposed of, or Beneficially Oscillation (G) or Conversion Date (G) or Disposed of, or Beneficially Oscillation (G) or Disposed of, Or Dispose	Check all app	Check all applicables   Chec	Check all applicable)   Check all applicable)   X Director   X Direc	Check all applicable    X   Director   10   X   Form filed by One Reporting   Form filed by More than One Person   2   2   Transaction   Date   Execution Date   (Month/Day/Year)   Execution Date   (Month/Day/Year)   Execution Date   Execu	Check all applicables   X Director   10% co.   Check all applicables   X Director   Check all applicables   X Director   Check all applicables   Check

## **Explanation of Responses:**

- 1. The reported shares are held by Lawrence Family Interests, LP, a limited partnership of which entities wholly owned by Mr. Lawrence and his wife are the general partners and of which Mr. Lawrence's children and trusts for their benefit are the limited partners. Mr. Lawrence disclaims beneficial ownership of the shares owned by the limited partnership except to the extent of his pecuniary interest in such
- 2. These shares are owned by trusts for the benefit of members of Mr. Lawrence's family. Mr. Lawrence is not a beneficiary of the trusts, but under their terms, he has the right to acquire the property in the trusts, including the Kirby shares owned by the trusts, by substituting property of equal value.

## Remarks:

G. Stephen Holcomb, Agent and Attorney-in-Fact

12/03/2009

\*\* 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.

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