
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form 10-Q

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

For the quarterly period ended June 30, 2015

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

Commission File Number 1-7615

KIRBY CORPORATION

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or organization)

74-1884980
(IRS Employer Identification No.)

55 Waugh Drive, Suite 1000,
Houston, TX
(Address of principal executive offices)

77007
(Zip Code)

(713) 435-1000
(Registrant's telephone number, including area code)

No Change
(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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "large accelerated filer" and "accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the registrant's Common Stock, \$.10 par value per share, on August 6, 2015 was 54,778,000.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

KIRBY CORPORATION AND CONSOLIDATED SUBSIDIARIES

CONDENSED BALANCE SHEETS
(Unaudited)

ASSETS

| | <u>June 30,</u> <u>2015</u> | <u>December 31,</u> <u>2014</u> |
|--|--------------------------------|------------------------------------|
| | (\$ in thousands) | |
| Current assets: | | |
| Cash and cash equivalents | \$ 4,989 | \$ 24,299 |
| Accounts receivable: | | |
| Trade – less allowance for doubtful accounts | 337,011 | 417,325 |
| Other | 92,582 | 115,598 |
| Inventories – net | 191,061 | 192,354 |
| Prepaid expenses and other current assets | 38,139 | 43,016 |
| Deferred income taxes | <u>12,844</u> | <u>10,562</u> |
| Total current assets | <u>676,626</u> | <u>803,154</u> |
| Property and equipment | 3,942,527 | 3,717,398 |
| Less accumulated depreciation | <u>(1,210,868)</u> | <u>(1,127,900)</u> |
| Property and equipment – net | <u>2,731,659</u> | <u>2,589,498</u> |
| Goodwill | 591,405 | 591,405 |
| Other assets | <u>154,813</u> | <u>157,852</u> |
| Total assets | <u>\$ 4,154,503</u> | <u>\$ 4,141,909</u> |

See accompanying notes to condensed financial statements.

KIRBY CORPORATION AND CONSOLIDATED SUBSIDIARIES

CONDENSED BALANCE SHEETS
(Unaudited)

LIABILITIES AND STOCKHOLDERS' EQUITY

| | June 30, 2015 | December 31, 2014 |
|--|---------------------|----------------------|
| | (\$ in thousands) | |
| Current liabilities: | | |
| Current portion of long-term debt | \$ — | \$ 116,700 |
| Income taxes payable | 1,106 | 3,470 |
| Accounts payable | 162,426 | 222,020 |
| Accrued liabilities | 180,946 | 201,033 |
| Deferred revenues | 43,311 | 50,804 |
| Total current liabilities | 387,789 | 594,027 |
| Long-term debt – less current portion | 808,300 | 600,000 |
| Deferred income taxes | 614,065 | 595,769 |
| Other long-term liabilities | 88,506 | 87,200 |
| Total long-term liabilities | 1,510,871 | 1,282,969 |
| Contingencies and commitments | — | — |
| Equity: | | |
| Kirby stockholders' equity: | | |
| Common stock, \$.10 par value per share. Authorized 120,000,000 shares, issued 59,776,000 shares | 5,978 | 5,978 |
| Additional paid-in capital | 428,835 | 428,475 |
| Accumulated other comprehensive income – net | (57,439) | (61,037) |
| Retained earnings | 2,093,299 | 1,974,146 |
| Treasury stock – at cost, 4,517,000 at June 30, 2015 and 2,906,000 at December 31, 2014 | (225,636) | (93,526) |
| Total Kirby stockholders' equity | 2,245,037 | 2,254,036 |
| Noncontrolling interests | 10,806 | 10,877 |
| Total equity | 2,255,843 | 2,264,913 |
| Total liabilities and equity | \$ 4,154,503 | \$ 4,141,909 |

See accompanying notes to condensed financial statements.

KIRBY CORPORATION AND CONSOLIDATED SUBSIDIARIES

CONDENSED STATEMENTS OF EARNINGS
(Unaudited)

| | Three months ended June 30, | | Six months ended June 30, | |
|---|---|------------------|------------------------------|-------------------|
| | 2015 | 2014 | 2015 | 2014 |
| | (\$ in thousands, except per share amounts) | | | |
| Revenues: | | | | |
| Marine transportation | \$ 425,053 | \$ 456,745 | \$ 844,958 | \$ 892,516 |
| Diesel engine services | 118,103 | 171,309 | 285,871 | 324,784 |
| Total revenues | <u>543,156</u> | <u>628,054</u> | <u>1,130,829</u> | <u>1,217,300</u> |
| Costs and expenses: | | | | |
| Costs of sales and operating expenses | 343,745 | 403,460 | 728,526 | 786,689 |
| Selling, general and administrative | 49,165 | 52,065 | 100,209 | 105,663 |
| Taxes, other than on income | 5,378 | 4,624 | 9,923 | 9,204 |
| Depreciation and amortization | 46,825 | 41,407 | 92,591 | 82,443 |
| Gain on disposition of assets | (91) | (527) | (1,646) | (578) |
| Total costs and expenses | <u>445,022</u> | <u>501,029</u> | <u>929,603</u> | <u>983,421</u> |
| Operating income | 98,134 | 127,025 | 201,226 | 233,879 |
| Other income (expense) | (303) | 123 | (243) | (113) |
| Interest expense | <u>(4,759)</u> | <u>(5,469)</u> | <u>(10,009)</u> | <u>(11,087)</u> |
| Earnings before taxes on income | 93,072 | 121,679 | 190,974 | 222,679 |
| Provision for taxes on income | <u>(34,696)</u> | <u>(45,768)</u> | <u>(71,187)</u> | <u>(83,757)</u> |
| Net earnings | 58,376 | 75,911 | 119,787 | 138,922 |
| Less: Net earnings attributable to noncontrolling interests | <u>(301)</u> | <u>(919)</u> | <u>(634)</u> | <u>(1,684)</u> |
| Net earnings attributable to Kirby | <u>\$ 58,075</u> | <u>\$ 74,992</u> | <u>\$ 119,153</u> | <u>\$ 137,238</u> |
| Net earnings per share attributable to Kirby common stockholders: | | | | |
| Basic | <u>\$ 1.04</u> | <u>\$ 1.32</u> | <u>\$ 2.14</u> | <u>\$ 2.41</u> |
| Diluted | <u>\$ 1.04</u> | <u>\$ 1.31</u> | <u>\$ 2.13</u> | <u>\$ 2.40</u> |

See accompanying notes to condensed financial statements.

KIRBY CORPORATION AND CONSOLIDATED SUBSIDIARIES

CONDENSED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

| | Three months ended June 30, | | Six months ended June 30, | |
|---|--------------------------------|-----------|------------------------------|------------|
| | 2015 | 2014 | 2015 | 2014 |
| | (\$ in thousands) | | | |
| Net earnings | \$ 58,376 | \$ 75,911 | \$ 119,787 | \$ 138,922 |
| Other comprehensive income (loss), net of taxes: | | | | |
| Pension and postretirement benefits | 2,458 | 444 | 3,566 | 468 |
| Foreign currency translation adjustments | 129 | 9 | 32 | (8) |
| Change in fair value of derivative instruments | — | — | — | 84 |
| Total other comprehensive income, net of taxes | 2,587 | 453 | 3,598 | 544 |
| Total comprehensive income, net of taxes | 60,963 | 76,364 | 123,385 | 139,466 |
| Net earnings attributable to noncontrolling interests | (301) | (919) | (634) | (1,684) |
| Comprehensive income attributable to Kirby | \$ 60,662 | \$ 75,445 | \$ 122,751 | \$ 137,782 |

See accompanying notes to condensed financial statements.

KIRBY CORPORATION AND CONSOLIDATED SUBSIDIARIES

CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

| | Six months ended June 30, | |
|--|------------------------------|------------------|
| | 2015 | 2014 |
| | (\$ in thousands) | |
| Cash flows from operating activities: | | |
| Net earnings | \$ 119,787 | \$ 138,922 |
| Adjustments to reconcile net earnings to net cash provided by operations: | | |
| Depreciation and amortization | 92,591 | 82,443 |
| Provision for deferred income taxes | 13,801 | 14,413 |
| Amortization of unearned share-based compensation | 5,251 | 5,273 |
| Amortization of major maintenance costs | 10,360 | 7,713 |
| Other | 70 | (574) |
| Increase in cash flows resulting from changes in operating assets and liabilities, net | 4,058 | 3,218 |
| Net cash provided by operating activities | <u>245,918</u> | <u>251,408</u> |
| Cash flows from investing activities: | | |
| Capital expenditures | (190,152) | (163,299) |
| Acquisition of marine equipment | (41,250) | — |
| Proceeds from disposition of assets | 10,636 | 3,884 |
| Net cash used in investing activities | <u>(220,766)</u> | <u>(159,415)</u> |
| Cash flows from financing activities: | | |
| Borrowings (payments) on bank credit facilities, net | 190,321 | (33,850) |
| Payments on long-term debt | (100,000) | (66,000) |
| Proceeds from exercise of stock options | 3,712 | 7,275 |
| Purchase of treasury stock | (138,851) | — |
| Payment of contingent liability | — | (4,756) |
| Excess tax benefit from equity compensation plans | 1,064 | 6,155 |
| Other | (708) | (1,905) |
| Net cash used in financing activities | <u>(44,462)</u> | <u>(93,081)</u> |
| Decrease in cash and cash equivalents | (19,310) | (1,088) |
| Cash and cash equivalents, beginning of year | 24,299 | 4,022 |
| Cash and cash equivalents, end of period | <u>\$ 4,989</u> | <u>\$ 2,934</u> |
| Supplemental disclosures of cash flow information: | | |
| Cash paid during the period: | | |
| Interest | \$ 10,550 | \$ 9,960 |
| Income taxes | \$ 45,360 | \$ 58,632 |

See accompanying notes to condensed financial statements.

KIRBY CORPORATION AND CONSOLIDATED SUBSIDIARIES

NOTES TO CONDENSED FINANCIAL STATEMENTS
(Unaudited)

(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 Annual Report on Form 10-K for the year ended December 31, 2014.

(2) ACCOUNTING STANDARDS ADOPTIONS

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-11, "Inventory (Topic 330): Simplifying the Measurement of Inventory" ("ASU 2015-11") which applies to inventory that is measured using first-in, first-out ("FIFO") or average cost. Under the guidance, an entity should measure inventory that is within the scope of this update at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. Subsequent measurement is unchanged for inventory that is measured using last-in, last-out ("LIFO") or the retail inventory method. ASU 2015-11 is effective for annual and interim periods beginning after December 15, 2016, and should be applied prospectively with early adoption permitted at the beginning of an interim or annual reporting period. The Company is currently evaluating the impact of adopting this guidance.

In April 2015, the FASB issued ASU 2015-03, "Simplifying the Presentation of Debt Issuance Costs" ("ASU 2015-03"). ASU 2015-03 requires debt issuance costs to be presented in the balance sheet as a direct deduction from the associated debt liability. ASU 2015-03 is effective for the Company for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Early adoption is permitted for financial statements that have not been previously issued. The Company will adopt the standard in the first quarter of 2016 and does not expect the effect of ASU 2015-03 to have a material impact on the Company's consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09"). ASU 2014-09 requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 will replace most existing revenue recognition guidance in United States Generally Accepted Accounting Principles when it becomes effective. In July 2015, the FASB voted to delay the effective date of ASU 2014-09 by one year, making it effective for fiscal years, and interim periods within those years, beginning after December 15, 2017, with early adoption permitted as of the original effective date. ASU 2014-09 permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the effect of ASU 2014-09 on its ongoing financial reporting.

(3) INVENTORIES

The following table presents the details of inventories as of June 30, 2015 and December 31, 2014 (in thousands):

| | <u>June 30,</u> <u>2015</u> | <u>December 31,</u> <u>2014</u> |
|-----------------|--------------------------------|------------------------------------|
| Finished goods | \$ 171,484 | \$ 179,760 |
| Work in process | 19,577 | 12,594 |
| | <u>\$ 191,061</u> | <u>\$ 192,354</u> |

(4) FAIR VALUE MEASUREMENTS

The estimated fair value of total debt outstanding at June 30, 2015 and December 31, 2014 was \$796,913,000 and \$705,215,000, respectively, which differs from the carrying amounts of \$808,300,000 and \$716,700,000, respectively, included in the consolidated financial statements. The fair value was determined using an income approach that relies on inputs such as yield curves. Cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities have carrying values that approximate fair value due to the short-term maturity of these financial instruments.

Certain assets are measured at fair value on a nonrecurring basis. These assets are adjusted to fair value when there is evidence of impairment. During the six months ended June 30, 2015, there was no indication that the Company's long-lived assets were impaired, and accordingly, measurement at fair value was not required.

(5) STOCK AWARD PLANS

The Company has share-based compensation plans which are described below. The compensation cost that has been charged against earnings for the Company's stock award plans and the income tax benefit recognized in the statement of earnings for stock awards for the three months and six months ended June 30, 2015 and 2014 were as follows (in thousands):

| | Three months ended June 30, | | Six months ended June 30, | |
|--------------------|--------------------------------|----------|------------------------------|----------|
| | 2015 | 2014 | 2015 | 2014 |
| Compensation cost | \$ 2,713 | \$ 3,120 | \$ 5,251 | \$ 5,273 |
| Income tax benefit | \$ 1,015 | \$ 1,182 | \$ 1,964 | \$ 1,998 |

The Company has an employee stock award plan for selected officers and other key employees which provides for the issuance of stock options, restricted stock and performance awards. The exercise price for each option equals the fair market value per share of the Company's common stock on the date of grant. The options have seven year terms and vest ratably over three years. No performance awards payable in stock have been awarded under the plan. At June 30, 2015, 2,321,347 shares were available for future grants under the employee plan and no outstanding stock options under the employee plan were issued with stock appreciation rights.

The following is a summary of the stock option activity under the employee plan described above for the six months ended June 30, 2015:

| | Outstanding Non- Qualified or Nonincentive Stock Awards | Weighted Average Exercise Price |
|----------------------------------|--|---------------------------------------|
| Outstanding at December 31, 2014 | 322,956 | \$ 69.95 |
| Granted | 114,894 | \$ 74.99 |
| Exercised | — | — |
| Forfeited | (7,418) | \$ 86.28 |
| Outstanding at June 30, 2015 | <u>430,432</u> | \$ 71.01 |

The following table summarizes information about the Company's outstanding and exercisable stock options under the employee plan at June 30, 2015:

| Range of Exercise Prices | Options Outstanding | | | | Options Exercisable | | |
|--------------------------|---------------------|--|---------------------------------|---------------------------|---------------------|---------------------------------|---------------------------|
| | Number Outstanding | Weighted Average Remaining Contractual Life in Years | Weighted Average Exercise Price | Aggregate Intrinsic Value | Number Exercisable | Weighted Average Exercise Price | Aggregate Intrinsic Value |
| 31.35 - \$ | | | | | | | |
| \$ 36.35 | 16,910 | 1.6 | \$ 32.82 | | 16,910 | \$ 32.82 | |
| \$ 46.74 | 56,629 | 2.6 | \$ 46.74 | | 56,629 | \$ 46.74 | |
| 65.28 - \$ | | | | | | | |
| \$ 74.99 | 283,963 | 5.1 | \$ 70.98 | | 141,669 | \$ 67.90 | |
| 93.64 - \$ | | | | | | | |
| \$ 96.85 | 35,763 | 5.6 | \$ 94.27 | | 11,921 | \$ 94.27 | |
| 101.46 - | | | | | | | |
| \$ 114.11 | <u>37,167</u> | 5.7 | \$ 103.22 | | <u>12,389</u> | \$ 103.22 | |
| 31.35 - | | | | | | | \$3,677,000 |
| \$ 114.11 | <u>430,432</u> | 4.7 | \$ 71.01 | \$4,047,000 | <u>239,518</u> | \$ 63.56 | |

The following is a summary of the restricted stock award activity under the employee plan described above for the six months ended June 30, 2015:

| | Unvested Restricted Stock Award Shares | Weighted Average Grant Date Fair Value Per Share |
|--|--|--|
| Nonvested balance at December 31, 2014 | 321,453 | \$ 71.04 |
| Granted | 122,740 | \$ 75.04 |
| Vested | (113,470) | \$ 60.75 |
| Forfeited | (10,617) | \$ 85.45 |
| Nonvested balance at June 30, 2015 | <u>320,106</u> | \$ 75.74 |

The Company has a stock award plan for nonemployee directors of the Company which provides for the issuance of stock options and restricted stock. The director plan provides for automatic grants of restricted stock to nonemployee directors after each annual meeting of stockholders. In addition, the director plan allows for the issuance of stock options or restricted stock in lieu of cash for all or part of the annual director fee at the option of the director. The exercise prices for all options granted under the plan are equal to the fair market value per share of the Company's common stock on the date of grant. The terms of the options are ten years. The restricted stock issued after each annual meeting of stockholders vests six months after the date of grant. Options granted and restricted stock issued in lieu of cash director fees vest in equal quarterly increments during the year to which they relate. At June 30, 2015, 541,038 shares were available for future grants under the director plan. The director stock award plan is intended as an incentive to attract and retain qualified independent directors.

The following is a summary of the stock option activity under the director plan described above for the six months ended June 30, 2015:

| | Outstanding Non-Qualified or Nonincentive Stock Options | Weighted Average Exercise Price |
|----------------------------------|---|---------------------------------|
| Outstanding at December 31, 2014 | 298,334 | \$ 60.01 |
| Granted | — | \$ — |
| Exercised | (77,905) | \$ 47.65 |
| Outstanding at June 30, 2015 | <u>220,429</u> | \$ 64.37 |

The following table summarizes information about the Company's outstanding and exercisable stock options under the director plan at June 30, 2015:

| Range of Exercise Prices | Options Outstanding | | | | Options Exercisable | | |
|--------------------------|---------------------|--|---------------------------------|---------------------------|---------------------|---------------------------------|---------------------------|
| | Number Outstanding | Weighted Average Remaining Contractual Life in Years | Weighted Average Exercise Price | Aggregate Intrinsic Value | Number Exercisable | Weighted Average Exercise Price | Aggregate Intrinsic Value |
| \$ 29.60 - \$36.82 | 30,000 | 2.4 | \$ 33.60 | | 30,000 | \$ 33.60 | |
| \$ 41.24 - \$56.45 | 71,276 | 4.8 | \$ 52.34 | | 71,276 | \$ 52.34 | |
| \$ 61.89 - \$62.48 | 41,153 | 7.0 | \$ 62.34 | | 41,153 | \$ 62.34 | |
| \$ 75.17 - \$99.52 | <u>78,000</u> | 7.8 | \$ 88.28 | | <u>78,000</u> | \$ 88.28 | |
| \$ 29.60 - \$99.52 | <u>220,429</u> | 5.9 | \$ 64.37 | \$3,668,000 | <u>220,429</u> | \$ 64.37 | \$3,668,000 |

The following is a summary of the restricted stock award activity under the director plan described above for the six months ended June 30, 2015:

| | Unvested Restricted Stock Award Shares | Weighted Average Grant Date Fair Value Per Share |
|--|--|--|
| Nonvested balance at December 31, 2014 | 292 | \$ 99.52 |
| Granted | 18,843 | \$ 79.46 |
| Vested | (575) | \$ 89.65 |
| Nonvested balance at June 30, 2015 | <u>18,560</u> | \$ 79.46 |

The total intrinsic value of all stock options exercised under all of the Company's plans was \$2,555,000 and \$11,456,000 for the six months ended June 30, 2015 and 2014, respectively. The actual tax benefit realized for tax deductions from stock option exercises was \$956,000 and \$4,342,000 for the six months ended June 30, 2015 and 2014, respectively.

The total intrinsic value of all the restricted stock vestings under all of the Company's plans was \$9,015,000 and \$13,949,000 for the six months ended June 30, 2015 and 2014, respectively. The actual tax benefit realized for tax deductions from restricted stock vestings was \$3,372,000 and \$5,287,000 for the six months ended June 30, 2015 and 2014, respectively.

As of June 30, 2015, there was \$4,204,000 of unrecognized compensation cost related to nonvested stock options and \$22,036,000 related to restricted stock. The stock options are expected to be recognized over a weighted average period of approximately 1.7 years and restricted stock over approximately 3.2 years. The total fair value of options vested was \$2,194,000 and \$2,076,000 during the six months ended June 30, 2015 and 2014, respectively. The fair value of the restricted stock vested was \$9,015,000 and \$13,949,000 for the six months ended June 30, 2015 and 2014, respectively.

The weighted average per share fair value of stock options granted during the six months ended June 30, 2015 and 2014 was \$25.18 and \$36.05, respectively. The fair value of the stock options granted during the six months ended June 30, 2015 and 2014 was \$2,893,000 and \$4,226,000, respectively. The Company currently uses treasury stock shares for restricted stock grants and stock option exercises. The fair value of each stock option was determined using the Black-Scholes option pricing model. The key input variables used in valuing the options during the six months ended June 30, 2015 and 2014 were as follows:

| | Six months ended June 30, | |
|---------------------------------|------------------------------|-----------------------|
| | 2015 | 2014 |
| Dividend yield | None | None |
| Average risk-free interest rate | 1.3% | 2.0% |
| Stock price volatility | 33% | 33% |
| Estimated option term | Six years | Six or seven years |

(6) OTHER COMPREHENSIVE INCOME

The Company's changes in other comprehensive income for the three months and six months ended June 30, 2015 and 2014 were as follows (in thousands):

| | Three months ended June 30, | | | | | |
|--|-----------------------------|--------------------------------------|-----------------|-----------------|--------------------------------------|---------------|
| | 2015 | | | 2014 | | |
| | Gross Amount | Income Tax (Provision) Benefit | Net Amount | Gross Amount | Income Tax (Provision) Benefit | Net Amount |
| Pension and postretirement benefits (a): | | | | | | |
| Amortization of net actuarial loss | \$ 1,688 | \$ (642) | \$ 1,046 | \$ (2) | \$ — | \$ (2) |
| Actuarial gains | 2,293 | (881) | 1,412 | 721 | (275) | 446 |
| Foreign currency translation adjustments | 129 | — | 129 | 9 | — | 9 |
| Change in fair value of derivative instruments (b): | | | | | | |
| Reclassified to net earnings | — | — | — | — | — | — |
| Total | <u>\$ 4,110</u> | <u>\$ (1,523)</u> | <u>\$ 2,587</u> | <u>\$ 728</u> | <u>\$ (275)</u> | <u>\$ 453</u> |

Six months ended June 30,

| | 2015 | | | 2014 | | |
|---|-----------------|--------------------------------|-----------------|---------------|--------------------------------|---------------|
| | Gross Amount | Income Tax (Provision) Benefit | Net Amount | Gross Amount | Income Tax (Provision) Benefit | Net Amount |
| Pension and postretirement benefits (a): | | | | | | |
| Amortization of net actuarial loss | \$ 3,486 | \$ (1,332) | \$ 2,154 | \$ 35 | \$ (13) | \$ 22 |
| Actuarial gains | 2,293 | (881) | 1,412 | 721 | (275) | 446 |
| Foreign currency translation adjustments | 32 | — | 32 | (8) | — | (8) |
| Change in fair value of derivative instruments (b): | | | | | | |
| Reclassified to net earnings | — | — | — | 146 | (62) | 84 |
| Total | <u>\$ 5,811</u> | <u>\$ (2,213)</u> | <u>\$ 3,598</u> | <u>\$ 894</u> | <u>\$ (350)</u> | <u>\$ 544</u> |

(a) Actuarial gains (losses) are amortized into costs of sales and operating expenses or selling, general and administrative expenses as appropriate. (See Note 10 – Retirement Plans)

(b) Reclassifications to net earnings of derivatives qualifying as effective hedges are recognized in costs of sales and operating expenses.

(7) SEGMENT DATA

The Company's operations are classified into two reportable business segments as follows:

Marine Transportation — Provides marine transportation principally by United States flag vessels of liquid cargoes throughout the United States inland waterway system, along all three United States coasts, in Alaska and Hawaii and, to a lesser extent, in United States coastal transportation of dry-bulk cargoes. The principal products transported include petrochemicals, black oil, refined petroleum products and agricultural chemicals.

Diesel Engine Services — Provides after-market services for medium-speed and high-speed diesel engines, reduction gears and ancillary products for marine and power generation applications, distributes and services high-speed diesel engines, transmissions, pumps and compression products, and manufactures and remanufactures oilfield service equipment, including pressure pumping units, for the land-based pressure pumping and oilfield service markets.

The Company's two reportable business segments are managed separately based on fundamental differences in their operations. The Company evaluates the performance of its segments based on the contributions to operating income of the respective segments, and before income taxes, interest, gains or losses on disposition of assets, other nonoperating income, noncontrolling interests, accounting changes, and nonrecurring items. Intersegment sales for the three months and six months ended June 30, 2015 and 2014 were not significant.

(8) TAXES ON INCOME

Earnings before taxes on income and details of the provision for taxes on income for the three months and six months ended June 30, 2015 and 2014 were as follows (in thousands):

| | Three months ended June 30, | | Six months ended June 30, | |
|---|--|------------------|--------------------------------------|------------------|
| | 2015 | 2014 | 2015 | 2014 |
| Earnings before taxes on income – United States | \$ 93,072 | \$ 121,679 | \$ 190,974 | \$ 222,679 |
| Provision for taxes on income: | | | | |
| Federal: | | | | |
| Current | \$ 25,086 | \$ 35,671 | \$ 51,266 | \$ 61,167 |
| Deferred | 6,919 | 5,629 | 14,401 | 14,413 |
| State and local | 2,691 | 4,468 | 5,520 | 8,177 |
| | <u>\$ 34,696</u> | <u>\$ 45,768</u> | <u>\$ 71,187</u> | <u>\$ 83,757</u> |

(9) EARNINGS PER SHARE

The following table presents the components of basic and diluted earnings per share of common stock for the three months and six months ended June 30, 2015 and 2014 (in thousands, except per share amounts):

| | Three months ended June 30, | | Six months ended June 30, | |
|---|--|------------------|--------------------------------------|-------------------|
| | 2015 | 2014 | 2015 | 2014 |
| Net earnings attributable to Kirby | \$ 58,075 | \$ 74,992 | \$ 119,153 | \$ 137,238 |
| Undistributed earnings allocated to restricted shares | (350) | (435) | (696) | (806) |
| Income available to Kirby common stockholders - basic | 57,725 | 74,557 | 118,457 | 136,432 |
| Undistributed earnings allocated to restricted shares | 350 | 435 | 696 | 806 |
| Undistributed earnings reallocated to restricted shares | (349) | (434) | (695) | (803) |
| Income available to Kirby common stockholders - diluted | <u>\$ 57,726</u> | <u>\$ 74,558</u> | <u>\$ 118,458</u> | <u>\$ 136,435</u> |
| Shares outstanding: | | | | |
| Weighted average common stock issued and outstanding | 55,651 | 57,010 | 55,772 | 56,957 |
| Weighted average unvested restricted stock | (336) | (331) | (326) | (334) |
| Weighted average common stock outstanding - basic | 55,315 | 56,679 | 55,446 | 56,623 |
| Dilutive effect of stock options | 117 | 190 | 119 | 203 |
| Weighted average common stock outstanding - diluted | <u>55,432</u> | <u>56,869</u> | <u>55,565</u> | <u>56,826</u> |
| Net earnings per share attributable to Kirby common stockholders: | | | | |
| Basic | \$ 1.04 | \$ 1.32 | \$ 2.14 | \$ 2.41 |
| Diluted | <u>\$ 1.04</u> | <u>\$ 1.31</u> | <u>\$ 2.13</u> | <u>\$ 2.40</u> |

Certain outstanding options to purchase approximately 185,000 and 117,000 shares of common stock were excluded in the computation of diluted earnings per share as of June 30, 2015 and 2014, respectively, as such stock options would have been antidilutive.

(10) RETIREMENT PLANS

The Company sponsors a defined benefit plan for its inland vessel personnel and shore based tankermen. The plan benefits are based on an employee's years of service and compensation. The plan assets consist primarily of equity and fixed income securities.

The Company's pension plan funding strategy has historically been to contribute an amount equal to the greater of the minimum required contribution under ERISA or the amount necessary to fully fund the plan on an accumulated benefit obligation ("ABO") basis at the end of the fiscal year. The ABO is based on a variety of demographic and economic assumptions, and the pension plan assets' returns are subject to various risks, including market and interest rate risk, making an accurate prediction of the pension plan contribution difficult. Based on current pension plan assets and market conditions, the Company expects to make a contribution of up to \$5,000,000 to its pension plan prior to December 31, 2015 to fund its 2015 pension plan obligations. As of June 30, 2015, no 2015 year contributions have been made.

The Company sponsors an unfunded defined benefit health care plan that provides limited postretirement medical benefits to employees who meet minimum age and service requirements, and to eligible dependents. The plan limits cost increases in the Company's contribution to 4% per year. The plan is contributory, with retiree contributions adjusted annually. The plan eliminated coverage for future retirees as of December 31, 2011. The Company also has an unfunded defined benefit supplemental executive retirement plan ("SERP") that was assumed in an acquisition in 1999. That plan ceased to accrue additional benefits effective January 1, 2000.

The components of net periodic benefit cost for the Company's defined benefit plans for the three months and six months ended June 30, 2015 and 2014 were as follows (in thousands):

| | Pension Benefits | | | |
|--|--|-----------------|--|--------------|
| | Pension Plan | | SERP | |
| | Three months ended June 30, | | Three months ended June 30, | |
| | 2015 | 2014 | 2015 | 2014 |
| Components of net periodic benefit cost: | | | | |
| Service cost | \$ 3,517 | \$ 2,556 | \$ — | \$ — |
| Interest cost | 3,302 | 3,198 | 16 | 19 |
| Expected return on plan assets | (4,485) | (4,718) | — | — |
| Amortization of actuarial loss | 1,903 | 155 | 7 | 4 |
| Net periodic benefit cost | <u>\$ 4,237</u> | <u>\$ 1,191</u> | <u>\$ 23</u> | <u>\$ 23</u> |

| | Pension Benefits | | | |
|--|--------------------------------------|-----------------|--------------------------------------|--------------|
| | Pension Plan | | SERP | |
| | Six months ended June 30, | | Six months ended June 30, | |
| | 2015 | 2014 | 2015 | 2014 |
| Components of net periodic benefit cost: | | | | |
| Service cost | \$ 7,347 | \$ 5,323 | \$ — | \$ — |
| Interest cost | 6,656 | 6,421 | 32 | 37 |
| Expected return on plan assets | (8,968) | (9,431) | — | — |
| Amortization of actuarial loss | 3,867 | 351 | 14 | 8 |
| Net periodic benefit cost | <u>\$ 8,902</u> | <u>\$ 2,664</u> | <u>\$ 46</u> | <u>\$ 45</u> |

The components of net periodic benefit cost for the Company's postretirement benefit plan for the three months and six months ended June 30, 2015 and 2014 were as follows (in thousands):

| | Other Postretirement Benefits | | Other Postretirement Benefits | |
|--|--|-----------------|--|-----------------|
| | Postretirement Welfare Plan | | Postretirement Welfare Plan | |
| | Three months ended June 30, | | Six months ended June 30, | |
| | 2015 | 2014 | 2015 | 2014 |
| Components of net periodic benefit cost: | | | | |
| Service cost | \$ — | \$ — | \$ — | \$ — |
| Interest cost | 5 | 27 | 18 | 55 |
| Amortization of actuarial gain | (222) | (161) | (395) | (324) |
| Net periodic benefit cost | <u>\$ (217)</u> | <u>\$ (134)</u> | <u>\$ (377)</u> | <u>\$ (269)</u> |

(11) CONTINGENCIES

On March 22, 2014, a tank barge and towboat (the M/V Miss Susan), both owned by Kirby Inland Marine, LP, a wholly owned subsidiary of the Company, were involved in a collision with the M/S Summer Wind on the Houston Ship Channel near Texas City, Texas. The tank barge was damaged in the collision resulting in a discharge of intermediate fuel oil from one of its cargo tanks. The United States Coast Guard and the National Transportation Safety Board have named the Company and the Captain of the M/V Miss Susan, as well as the owner and the pilot of the M/S Summer Wind, as parties of interest in their investigation as to the cause of the incident. Sea Galaxy Ltd is the owner of the M/S Summer Wind. The Company is participating in the natural resource damage assessment and restoration process with federal and state government natural resource trustees.

The Company and the owner of the M/S Summer Wind have filed actions in the U.S. District Court for the Southern District of Texas seeking exoneration from or limitation of liability relating to the foregoing incident as provided for in the federal rules of procedure for maritime claims. The two actions have been consolidated for procedural purposes since they both arise out of the same occurrence. There is a separate process for making a claim under the Oil Pollution Act of 1990 ("OPA"). The Company is processing claims properly presented, documented and recoverable under OPA. The Company is named as a party in other lawsuits filed in connection with this incident which are currently stayed by orders entered into by the court in the limitation proceedings, some of which may also have been presented as claims in the limitation proceeding. The actions include allegation of business interruption, loss of profit, loss of use of natural resources and seek unspecified economic and compensatory damages. In addition, the Company has received claims from numerous parties claiming property damage and various economic damages. The Company has also been named as a defendant in a civil action by two crewmembers of the M/V Miss Susan, alleging damages under the general maritime law and the Jones Act. The litigation and claims process is ongoing. The Company believes it has adequate insurance coverage for pollution, marine and other potential liabilities arising from the incident. The Company believes it has accrued adequate reserves for the incident and does not expect the incident to have a material adverse effect on its business or financial condition.

In June 2011, the Company as well as three other companies received correspondence from the United States Environmental Protection Agency ("EPA") concerning ongoing cleanup and restoration activities under the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA") with respect to a Superfund site, the Gulfco Marine Maintenance Site ("Gulfco"), located in Freeport, Texas. In prior years, various subsidiaries of the Company utilized a successor to Gulfco to perform tank barge cleaning services, sand blasting and repair on certain Company vessels. Since 2005, four named Potentially Responsible Parties ("PRPs") have participated in the investigation, cleanup and restoration of the site under an administrative order from EPA. Information received to date indicates that approximately \$9,943,000 was incurred in connection with the cleanup effort in addition to EPA's oversight costs of approximately \$2,258,000. The named PRPs filed suit against the Company and approximately 21 other defendants seeking contribution and indemnity under CERCLA for costs incurred in connection with its activities in cleaning up the Gulfco Site. The Company has filed responsive pleadings in this matter and believes it has accrued an adequate reserve based on the information provided by the plaintiffs to date. The EPA has issued notice letters under Section 107(a) of CERCLA to the Company and other nonparticipating PRPs to initiate settlement negotiations of EPA's claim for its past costs for the Site. The Company and other nonparticipating PRPs continue to discuss resolution of this matter with EPA and the Gulfco Restoration Group.

The Company is also involved in various legal and other proceedings which are incidental to the conduct of its business, none of which in the opinion of management will have a material effect on the Company's financial condition, results of operations or cash flows. Management believes that it has recorded adequate reserves and believes that it has adequate insurance coverage or has meritorious defenses for these other claims and contingencies.

The Company has issued guaranties or obtained standby letters of credit and performance bonds supporting performance by the Company and its subsidiaries of contractual or contingent legal obligations of the Company and its subsidiaries incurred in the ordinary course of business. The aggregate notional value of these instruments is \$28,489,000 at June 30, 2015, including \$8,125,000 in letters of credit and \$20,364,000 in performance bonds. All of these instruments have an expiration date within four years. The Company does not believe demand for payment under these instruments is likely and expects no material cash outlays to occur in connection with these instruments.

Item 1A. Risk Factors

The Company continues to be subject to the risk factors previously disclosed in its "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

Item 2. 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, tropical storms, hurricanes, tsunamis, fog and ice, tornadoes, marine accidents, lock delays, fuel costs, interest rates, construction of new equipment by competitors, government and environmental laws and regulations, and the timing, magnitude and number of acquisitions made by the Company. For a more detailed discussion of factors that could cause actual results to differ from those presented in forward-looking statements, see Item 1A-Risk Factors found in the Company's Annual Report on Form 10-K for the year ended December 31, 2014. Forward-looking statements are based on currently available information and the Company assumes no obligation to update any such statements.

For purposes of the Management's Discussion, all net earnings per share attributable to Kirby common stockholders are "diluted earnings per share." The weighted average number of common shares applicable to diluted earnings per share for the three months and six months ended June 30, 2015 and 2014 were as follows (in thousands):

| | Three months ended June 30, | | Six months ended June 30, | |
|---|--------------------------------|--------|------------------------------|--------|
| | 2015 | 2014 | 2015 | 2014 |
| Weighted average number of common stock - diluted | 55,432 | 56,869 | 55,565 | 56,826 |

The decrease in the weighted average number of common shares for the 2015 second quarter and first six months compared with the 2014 second quarter and first six months primarily reflected common stock repurchases in the 2014 fourth quarter and the 2015 first six months, partially offset by the issuance of restricted stock and the exercise of stock options.

Overview

The Company is the nation's largest domestic tank barge operator, transporting bulk liquid products throughout the Mississippi River System, on the Gulf Intracoastal Waterway, coastwise along all three United States coasts and in Alaska and Hawaii. The Company transports petrochemicals, black oil, refined petroleum products and agricultural chemicals by tank barge. As of June 30, 2015, the Company operated a fleet of 912 inland tank barges with 18.1 million barrels of capacity, and operated an average of 251 inland towboats during the 2015 second quarter. The Company's coastal fleet consisted of 69 tank barges with 6.0 million barrels of capacity and 73 coastal tugboats. The Company also owns and operates six offshore dry-bulk barges and seven offshore tugboats transporting dry-bulk commodities in United States coastal trade. Through its diesel engine services segment, the Company provides after-market services for medium-speed and high-speed diesel engines, reduction gears and ancillary products for marine and power generation applications, distributes and services high-speed diesel engines and transmissions, pumps and compression products, and manufactures and remanufactures oilfield service equipment, including pressure pumping units, for the land-based pressure pumping and oilfield service markets.

For the 2015 second quarter, net earnings attributable to Kirby were \$58,075,000, or \$1.04 per share, on revenues of \$543,156,000, compared with 2014 second quarter net earnings attributable to Kirby of \$74,992,000, or \$1.31 per share, on revenues of \$628,054,000. For the 2015 first six months, net earnings attributable to Kirby were \$119,153,000, or \$2.13 per share, on revenues of \$1,130,829,000, compared with 2014 first six months net earnings attributable to Kirby of \$137,238,000, or \$2.40 per share, on revenues of \$1,217,300,000. The 2015 first quarter and first six months results included a gain of \$1,621,000 before taxes, or \$.02 per share, on the sale of the assets of a small product line in the diesel engine services segment. Also, the 2015 first quarter and first six months included \$1,225,000 before taxes, or \$.01 per share, of severance charges which were mainly reflected in the diesel engine services results. The 2014 first quarter and first six months results included \$2,766,000 before taxes, or \$.03 per share, of severance charges which were mainly reflected in the marine transportation results. In addition, the 2014 first quarter and first six months results included an estimated \$.03 per share combined negative impact from delays and the cost of extra horsepower to navigate the heavy ice conditions on the upper inland river systems, and costs related to a March 22, 2014 incident in the Houston Ship Channel.

Marine Transportation

For the 2015 second quarter and first six months, the Company's marine transportation segment generated 78% and 75%, respectively, of the Company's revenue. The segment's customers include many of the major petrochemical and refining companies that operate in the United States. Products transported include intermediate materials used to produce many of the end products used widely by businesses and consumers — plastics, fiber, paints, detergents, oil additives and paper, among others, as well as residual fuel oil, ship bunkers, asphalt, gasoline, diesel fuel, heating oil, crude oil, natural gas condensate and agricultural chemicals. Consequently, the Company's marine transportation business is directly affected by the volumes produced by the Company's petroleum, petrochemical and refining customer base.

The Company's marine transportation segment's revenues for the 2015 second quarter and first six months decreased 7% and 5%, respectively, compared with the 2014 second quarter and first six months. The decreases were primarily due to a decline in the average cost of marine diesel fuel for the 2015 second quarter and first six months of 36% and 35%, respectively, which is largely passed through to the customer, as discussed below, a heavier coastal marine shipyard schedule and lower inland marine transportation term and spot contract rates. The segment's operating income for the 2015 second quarter and first six months decreased 16% and 9%, respectively, compared with the 2014 second quarter and first six months. The decreases were primarily due to higher labor costs, including pension expense for inland marine vessel employees, higher shipyard activity on coastal equipment and the impact of lagging fuel price escalators on inland marine affreightment contracts. For the 2015 and 2014 second quarters, the inland tank barge fleet contributed 68% and 67%, respectively, and the coastal fleet contributed 32% and 33%, respectively, of marine transportation revenues. For the 2015 and 2014 first six months, the inland tank barge fleet contributed 68% and the coastal fleet contributed 32% of marine transportation revenues.

The Company's inland marine transportation markets reflected continued healthy levels of demand with tank barge utilization levels of the petrochemical, black oil and refined petroleum products fleets in the 90% to 95% range in the 2015 and 2014 second quarters and first six months. Inland marine transportation operating conditions were challenging during the 2015 second quarter due to high water conditions and lock closures on the Mississippi River System, as well as strong cross currents at several locations on the Gulf Intracoastal Waterway.

The Company's coastal marine transportation markets reflected continued strong demand with tank barge utilization levels in the 90% to 95% range throughout the 2015 and 2014 second quarters and first six months. Utilization levels in the coastal marine fleet reflected continued strong demand for the transportation of refined products, including seasonal increases in heating oil demand, black oil products, including crude oil and natural gas condensate, and petrochemicals. The coastal marine transportation markets also reflected favorable term and spot contract pricing, but the results were impacted in the 2015 second quarter due to a significant number of vessels in the shipyard for regulatory drydock maintenance.

During the 2015 and 2014 first and second quarters, approximately 80% of marine transportation's inland revenues were under term contracts and 20% were spot contracts. Inland time charters during the 2015 second quarter and first six months represented 55% and 56%, respectively, of the revenues under term contracts compared with 56% and 57% in the 2014 second quarter and first six months, respectively.

During the 2015 first and second quarters, approximately 85% of marine transportation's coastal revenues were under term contracts and 15% were under spot contracts compared with 80% and 85% under term contracts and 20% and 15% under spot contracts for the 2014 first and second quarters, respectively. Coastal time charters represented approximately 90% of the revenues under term contracts during the 2015 and 2014 second quarters and first six months.

Rates on inland term contracts renewed in the 2015 first quarter were flat or down slightly compared with term contracts renewed in the first quarter of 2014. Rates on second quarter 2015 inland term contract renewals decreased in the 1% to 3% average range compared with the 2014 second quarter. Spot contract rates, which include the cost of fuel, were at or above term contract pricing for the majority of the 2015 first and second quarters. Effective January 1, 2015, annual escalators for labor and the producer price index on a number of inland multi-year contracts resulted in rate increases on those contracts of approximately 1.5%, excluding fuel.

Rates on coastal term contracts renewed in the 2015 first quarter increased in the 6% to 8% average range compared with term contracts renewed in the 2014 first quarter. Rates on second quarter 2015 coastal term contract renewals increased in the 4% to 6% average range compared with the 2014 second quarter. Spot contract rates, which include the cost of fuel, remained above term contract rates during the 2015 first and second quarters.

The marine transportation operating margin was 22.8% for the 2015 second quarter compared with 25.4% for the 2014 second quarter and 22.9% for the 2015 first six months compared with 23.9% for the 2014 first six months.

Diesel Engine Services

For the 2015 second quarter and first six months, the diesel engine services segment generated 22% and 25%, respectively, of the Company's revenue. For the 2015 second quarter and first six months, 52% and 48% was generated from overhauls and service, 17% and 26% from manufacturing, and 31% and 26% from direct parts sales, respectively. The results of the diesel engine services segment are largely influenced by the economic cycles of the marine and power generation markets and the land-based pressure pumping and oilfield services industries.

Diesel engine services revenues for the 2015 second quarter and first six months decreased 31% and 12%, respectively, and operating income decreased 66% and 49%, respectively, when compared with the second quarter and first six months of 2014. The lower revenues in the 2015 second quarter and first six months compared to the 2014 second quarter and first six months were primarily due to falling demand for the manufacture and remanufacture of pressure pumping units and other oilfield service equipment in the land-based market and decreased demand for service and distribution of parts, engines and transmissions due to the impact of the decline in the price of crude oil and decreased drilling activity. With the reduction in their activity levels, oilfield service customers in the land-based market continued to request delays of existing orders for new pressure pumping units, which has led to a significant portion of the backlog being delayed into 2016. The 2015 first quarter diesel engine services results included \$1,111,000 of severance charges in response to the reduced activity in manufacturing in the land-based market. The marine diesel engine services market declined modestly, due primarily to weakness in the Gulf of Mexico oil service supply vessel and drilling markets. The power generation market was stable, benefiting from major generator set upgrades and parts sales for both domestic and international power generation customers.

The diesel engine services operating margin for the 2015 second quarter was 4.2% compared with 8.4% for the 2014 second quarter. For the 2015 first six months, the operating margin was 4.8% compared with 8.3% for the first six months of 2014.

Cash Flow and Capital Expenditures

The Company continued to generate strong operating cash flow during the 2015 first six months, with net cash provided by operating activities of \$245,918,000 compared with \$251,408,000 of net cash provided by operating activities for the 2014 first six months. The 2% decrease was primarily from a \$19,135,000 decrease in net earnings, partially offset by a \$10,148,000 increase in depreciation and amortization expense, a \$2,647,000 increase in amortization of major maintenance costs and an \$840,000 net increase in cash flows from changes in operating assets and liabilities. In addition, during the 2015 and 2014 first six months, the Company generated cash of \$3,712,000 and \$7,275,000, respectively, from proceeds from the exercise of stock options and \$10,636,000 and \$3,884,000, respectively, from proceeds from the disposition of assets.

For the 2015 first six months, cash generated and borrowings under the Company's revolving credit facility were used for capital expenditures of \$190,152,000, including \$60,285,000 for inland tank barge and towboat construction, \$50,676,000 for progress payments on the construction of two 185,000 barrel coastal articulated tank barge and 10000 horsepower tugboat units, one scheduled to be placed in service in late 2015 and one in the first half of 2016, \$220,000 for progress payments on the construction of two 155,000 barrel coastal articulated tank barge and 6000 horsepower tugboat units, one scheduled to be placed in service in the 2016 second half and one in the 2017 first half, and \$78,971,000 primarily for upgrading existing marine transportation equipment and facilities and diesel engine services facilities. The Company purchased six inland pressure tank barges for \$41,250,000 in February 2015. Cash generated and borrowings under the Company's revolving credit facility in the 2015 first six months were also used for the repurchase of 1,783,000 shares of the Company's common stock for \$138,851,000. The Company's debt-to-capitalization ratio increased to 26.4% at June 30, 2015 from 24.0% at December 31, 2014, primarily due to an increase of \$91,600,000 in outstanding debt and a decrease in total equity of \$9,070,000 primarily due to treasury stock purchases of \$138,851,000, which was partially offset by net earnings attributable to Kirby for the 2015 first six months of \$119,153,000, exercise of stock options and the amortization of unearned equity compensation. As of June 30, 2015, the Company had \$308,300,000 outstanding under its revolving credit facility and \$500,000,000 of senior notes outstanding.

During the 2015 first six months, the Company took delivery of 35 new inland tank barges with a total capacity of approximately 461,000 barrels, acquired six inland pressure tank barges with a total capacity of approximately 97,000 barrels and retired 13 inland tank barges, reducing its capacity by approximately 221,000 barrels. As a result, the Company added a net 28 inland tank barges and approximately 337,000 barrels of capacity during the first half of 2015.

The Company projects that capital expenditures for 2015 will be in the \$315,000,000 to \$325,000,000 range. The 2015 construction program will consist of 38 inland tank barges with a total capacity of 547,000 barrels, three inland towboats, progress payments on the construction of two 185,000 barrel coastal articulated tank barge and tugboat units scheduled to be placed in service in late 2015 and first half of 2016 and progress payments on the construction of two 155,000 barrel coastal articulated tank barge and tugboat units scheduled to be placed in service in the 2016 second half and the 2017 first half. Based on current commitments, steel prices and projected delivery schedules, the Company's 2015 payments on new inland tank barges and towboats will be approximately \$70,000,000 and 2015 progress payments on the construction of the two 185,000 barrel and two 155,000 barrel coastal articulated tank barge and tugboat units will be approximately \$95,000,000. The balance of approximately \$150,000,000 to \$160,000,000 is primarily capital upgrades and improvements to existing marine equipment, and marine transportation and diesel engine services facilities.

Outlook

Petrochemical, black oil and refined petroleum products inland tank barge utilization levels remained stable during the 2015 first six months, in the 90% to 95% range. The United States petrochemical industry continued to see strong production levels for both domestic consumption and exports. Low priced domestic natural gas, a basic feedstock for the United States petrochemical industry, provides the industry with a competitive advantage relative to foreign petrochemical producers. As a result, United States petrochemical production remained strong throughout the 2015 first six months, thereby producing stable marine transportation volumes of basic petrochemicals to both domestic consumers and terminals for export destinations. The black oil and refined petroleum products markets also remained stable throughout the 2015 first six months, primarily due to high United States refinery utilization levels, aided by lower crude oil prices, higher miles driven by United States consumers and the export of refined petroleum products and heavy fuel oils. The Company's black oil market did reflect some softness in the movement of crude oil and natural gas condensate.

The United States petrochemical industry is globally competitive based on a number of factors, including a highly integrated and efficient transportation system of pipelines, tank barges, railroads and trucks, largely depreciated yet well maintained and operated facilities, and a low cost feedstock slate, which includes natural gas. Several United States producers have announced plans for plant capacity expansions and the reopening of idled petrochemical facilities, the majority of which are expected to be completed by the end of 2017. The current production volumes from the Company's petrochemical and refinery customers have resulted in the Company's inland petrochemical, black oil and refined petroleum products tank barge fleet utilization levels being consistently in the 90% to 95% range and any increased production from current facilities, plant expansions or the reopening of idled facilities should drive feedstock and production volumes higher, in turn leading to higher tank barge demand and higher term and spot contract pricing, which could be mitigated by additional tank barge capacity.

Uncertainty in future crude oil volumes to be moved by tank barge and additional pipelines, coupled with the large number of 30,000 barrel tank barges built during the last several years, has resulted in some excess industry-wide tank barge capacity. This extra capacity has placed inland tank barge term contract rates for 30,000 barrel tank barges under some pressure. The Company's inland term contract rates renewed in the 2015 first quarter were flat or down slightly compared with term contract rates renewed in the 2014 first quarter. Second quarter 2015 inland term contract renewals decreased in the 1% to 3% average range compared with the 2014 second quarter. Spot contract rates, which include the cost of fuel, were at or above term contract rates for the majority of the 2015 first and second quarters. As a result, the Company remains cautious with 2015 second half pricing expectations for the inland marine transportation sector. The industry has absorbed tank barges returned from crude oil service and future tank barge demand for petrochemical and refined products volumes could offset further declines in crude oil transportation movements should they occur.

For the 2015 third quarter, the Company anticipates some negative impact on the inland marine transportation markets from challenging operating conditions. High water and lock and river closures, which are typical early in the summer, were more pronounced in July 2015. For the 2015 second half, the Company expects utilization to remain in the 90% to 95% range with pricing on contract renewals similar to the 2015 second quarter. For the coastal marine transportation markets, the Company anticipates supply and demand to remain consistent with the first six months of 2015 and utilization to remain in the 90% to 95% range. However, a continued heavy coastal marine shipyard schedule will impact results for the remainder of the 2015 year.

As of June 30, 2015, the Company estimated there were approximately 3,750 inland tank barges in the industry fleet, of which approximately 725 were over 30 years old and approximately 300 of those over 40 years old. Given the age profile of the industry inland tank barge fleet, the expectation is that older tank barges will continue to be removed from service and replaced by new tank barges. During 2014, with continued strong demand for inland petrochemical and black oil tank barges, the Company estimates that approximately 330 inland tank barges were ordered and delivered throughout 2014. The Company estimates that approximately 240 tank barges were ordered during 2014 and 2015 for delivery throughout 2015, the majority of which were 10,000 barrel tank barges. The Company ordered 38 tank barges, of which 30 are 10,000 barrel and eight are 30,000 barrel tank barges. Historically, 75 to 150 older inland tank barges are retired from service each year, with the extent of the retirements dependent on petrochemical and refinery production levels, and crude oil and natural gas condensate movements, both of which can have a direct effect on industry-wide tank barge utilization levels, as well as term and spot contract rates.

As of June 30, 2015, the Company estimated there were approximately 265 tank barges operating in the 195,000 barrel or less coastal industry fleet, the sector of the market in which the Company operates, and approximately 45 of those were over 30 years old. The Company believes very few, if any, coastal tank barges in the 195,000 barrel or less category were built during 2012 and 2013 and one coastal tank barge and tugboat unit was built and placed in service by a competitor during 2014. During 2014 and the 2015 first six months, coastal tank barge utilization was in the 90% to 95% range. The Company has placed orders for the construction of two 185,000 barrel coastal articulated tank barge and tugboat units scheduled to be placed in service in late 2015 and the first half of 2016 and two 155,000 barrel coastal articulated tank barge and tugboat units scheduled to be placed in service in the 2016 second half and the 2017 first half. The Company is also aware of 13 announced coastal tank barge and tugboat units to be constructed by competitors for delivery in 2015, 2016 and 2017. The Company expects stable utilization in its coastal markets in the second half of 2015.

In the diesel engine services segment, with the current crude oil environment and corresponding announced capital spending reductions by oil and gas service companies, the Company's land-based customers during the 2015 first six months continued to request delays in construction of new pressure pumping units and other oilfield service equipment into 2016. Also, inbound orders for the manufacturing of oilfield service equipment have essentially stopped and the remanufacturing of pressure pumping units has declined significantly. The distribution portion of the land-based sector, including parts, engine and transmission sales and service are at depressed levels. The Company has taken aggressive measures to reduce costs, including reducing the staffing level in the land-based manufacturing area by approximately 40%. The Company anticipates its land-based sector will generate an operating loss for the remaining two quarters of 2015.

For the marine diesel engine services market, given the positive inland and coastal marine transportation markets, service activity levels should remain stable during the 2015 second half, but some weakness is expected in the Gulf of Mexico oilfield service market. The power generation market should remain stable, benefiting from engine-generator set upgrades and parts sales for both domestic and international customers.

Results of Operations

The Company reported 2015 second quarter net earnings attributable to Kirby of \$58,075,000, or \$1.04 per share, on revenues of \$543,156,000, compared with 2014 second quarter net earnings attributable to Kirby of \$74,992,000, or \$1.31 per share, on revenues of \$628,054,000. Net earnings attributable to Kirby for the 2015 first six months were \$119,153,000, or \$2.13 per share, on revenues of \$1,130,829,000, compared with \$137,238,000, or \$2.40 per share, on revenues of \$1,217,300,000 for the 2014 first six months. The 2015 first quarter and first six months results included a gain of \$1,621,000 before taxes, or \$.02 per share, on the sale of the assets of a small product line in the diesel engine services segment. Also, the 2015 first quarter and first six months included \$1,225,000 before taxes, or \$.01 per share, of severance charges which were mainly reflected in the diesel engine services results. The 2014 first six months results included a \$2,766,000 before taxes, or \$.03 per share, first quarter severance charge which was mainly reflected in the marine transportation results. In addition, the 2014 first six months included an estimated \$.03 per share first quarter combined negative impact from delays and the cost of extra horsepower to navigate the heavy ice conditions on the upper inland river systems, and costs related to a March 22, 2014 incident in the Houston Ship Channel.

The following table sets forth the Company's marine transportation and diesel engine services revenues for the 2015 second quarter compared with the second quarter of 2014, the first six months of 2015 compared with the first six months of 2014 and the percentage of each to total revenues for the comparable periods (dollars in thousands):

| | Three months ended | | | | Six months ended | | | |
|------------------------|--------------------|-------------|-------------------|-------------|---------------------|-------------|---------------------|-------------|
| | June 30, | | June 30, | | June 30, | | June 30, | |
| | 2015 | % | 2014 | % | 2015 | % | 2014 | % |
| Marine transportation | \$ 425,053 | 78% | \$ 456,745 | 73% | \$ 844,958 | 75% | \$ 892,516 | 73% |
| Diesel engine services | 118,103 | 22 | 171,309 | 27 | 285,871 | 25 | 324,784 | 27 |
| | <u>\$ 543,156</u> | <u>100%</u> | <u>\$ 628,054</u> | <u>100%</u> | <u>\$ 1,130,829</u> | <u>100%</u> | <u>\$ 1,217,300</u> | <u>100%</u> |

Marine Transportation

The Company, through its marine transportation segment, is a provider of marine transportation services, operating tank barges and towing vessels transporting bulk liquid products throughout the Mississippi River System, on the Gulf Intracoastal Waterway, coastwise along all three United States coasts, and in Alaska and Hawaii. The Company transports petrochemicals, black oil, refined petroleum products and agricultural chemicals by tank barge. As of June 30, 2015, the Company operated 912 inland tank barges, including 39 leased barges, with a total capacity of 18.1 million barrels. This compares with 874 inland tank barges operated as of June 30, 2014, including 39 leased barges, with a total capacity of 17.3 million barrels. The Company operated an average of 251 inland towboats during the 2015 second quarter, of which an average of 81 were chartered, compared with 252 during the 2014 second quarter, of which an average of 78 were chartered. The Company's coastal tank barge fleet as of June 30, 2015 consisted of 69 tank barges, eight of which were leased, with 6.0 million barrels of capacity, and 73 tugboats, six of which were chartered. This compares with 71 coastal tank barges operated as of June 30, 2014, 11 of which were leased, with 6.0 million barrels of capacity, and 76 tugboats, seven of which were chartered. As of June 30, 2015 and 2014, the Company operated six and seven, respectively, offshore dry-bulk barge and tugboat units engaged in the offshore transportation of dry-bulk cargoes. The Company also owns a two-thirds interest in Osprey Line, L.L.C., which transports project cargoes and cargo containers by barge, as well as a 51% interest in a shifting operation and fleeting facility for dry cargo barges and tank barges on the Houston Ship Channel.

The following table sets forth the Company's marine transportation segment's revenues, costs and expenses, operating income and operating margins for the three months and six months ended June 30, 2015 compared with the three months and six months ended June 30, 2014 (dollars in thousands):

| | Three months ended June 30, | | | Six months ended June 30, | | |
|---------------------------------------|--------------------------------|----------------|-------------|------------------------------|----------------|-------------|
| | 2015 | 2014 | % Change | 2015 | 2014 | % Change |
| Marine transportation revenues | \$ 425,053 | \$ 456,745 | (7)% | \$ 844,958 | \$ 892,516 | (5)% |
| Costs and expenses: | | | | | | |
| Costs of sales and operating expenses | 251,784 | 269,232 | (6) | 500,868 | 533,658 | (6) |
| Selling, general and administrative | 28,660 | 29,778 | (4) | 57,393 | 62,205 | (8) |
| Taxes, other than on income | 4,816 | 4,127 | 17 | 8,947 | 8,208 | 9 |
| Depreciation and amortization | 42,782 | 37,640 | 14 | 84,470 | 74,926 | 13 |
| | <u>328,042</u> | <u>340,777</u> | <u>(4)</u> | <u>651,678</u> | <u>678,997</u> | <u>(4)</u> |
| Operating income | \$ 97,011 | \$ 115,968 | (16)% | \$ 193,280 | \$ 213,519 | (9)% |
| Operating margins | <u>22.8%</u> | <u>25.4%</u> | | <u>22.9%</u> | <u>23.9%</u> | |

Marine Transportation Revenues

The following table shows the marine transportation markets serviced by the Company, the marine transportation revenue distribution for the 2015 second quarter and first six months, products moved and the drivers of the demand for the products the Company transports:

| Markets Serviced | 2015 Second Quarter | 2015 Six Months | Products Moved | Drivers |
|----------------------------|-------------------------|-------------------------|--|--|
| | Revenue Distribution | Revenue Distribution | | |
| Petrochemicals | 46% | 46% | Benzene, Styrene, Methanol, Acrylonitrile, Xylene, Caustic Soda, Butadiene, Propylene | Consumer non-durables – 70%, Consumer durables – 30% |
| Black Oil | 32% | 32% | Residual Fuel Oil, Coker Feedstock, Vacuum Gas Oil, Asphalt, Carbon Black Feedstock, Crude Oil, Ship Bunkers | Fuel for Power Plants and Ships, Feedstock for Refineries, Road Construction |
| Refined Petroleum Products | 19% | 19% | Gasoline, No. 2 Oil, Jet Fuel, Heating Oil, Naphtha, Diesel Fuel, Ethanol | Vehicle Usage, Air Travel, Weather Conditions, Refinery Utilization |
| Agricultural chemicals | 3% | 3% | Anhydrous Ammonia, Nitrogen – Based Liquid Fertilizer, Industrial Ammonia | Corn, Cotton and Wheat Production, Chemical Feedstock Usage |

Marine transportation revenues for the 2015 second quarter and first six months decreased 7% and 5%, respectively, compared with the 2014 second quarter and first six months, primarily due to a decline in the average cost of marine diesel fuel for the 2015 second quarter and first six months of 36% and 35%, respectively, which is largely passed through to the customer, as discussed below, a heavier coastal marine shipyard schedule in the 2015 second quarter and lower inland marine transportation term and spot contract rates. For the 2015 and 2014 second quarters, the inland tank barge fleet contributed 68% and 67%, respectively, and the coastal fleet contributed 32% and 33%, respectively, of marine transportation revenues. For the 2015 and 2014 first six months, the inland tank barge fleet contributed 68% and the coastal fleet contributed 32% of marine transportation revenues. The Company's inland petrochemical, black oil and refined products fleets achieved consistent tank barge utilization levels in the 90% to 95% range throughout the 2015 and 2014 second quarters and first six months. Marine transportation revenues were also negatively impacted by changes in the Company's Florida bunkering operation where a customer change in the 2014 third quarter led to a decrease in dedicated equipment and reduced revenue.

The Company's coastal marine transportation markets reflected continued strong demand with tank barge utilization levels in the 90% to 95% range throughout the 2015 and 2014 second quarters and first six months. Utilization levels in the coastal marine fleet reflected continued strong demand for the transportation of refined products, including seasonal increases in heating oil demand, black oil products, including crude oil and natural gas condensate, and petrochemicals. The coastal marine transportation revenues also reflected favorable term and spot contract pricing, but the results were impacted in the 2015 second quarter due to a significant number of vessels being in the shipyard for regulatory drydock maintenance.

The petrochemical market, the Company's largest market, contributed 46% of the marine transportation revenues for the 2015 second quarter and first six months, reflecting continued stable volumes from Gulf Coast petrochemical plants for both domestic consumption and to terminals for export destinations. Low priced domestic natural gas, a basic feedstock for the United States petrochemical industry, provides the industry with a competitive advantage relative to foreign petrochemical producers.

The black oil market, which contributed 32% of marine transportation revenues for the 2015 second quarter and first six months, reflected continued strong demand, driven by high refinery production levels and the export of refined petroleum products and fuel oils. Demand for crude oil and natural gas condensate movements declined during the 2015 first six months; however, the Company continued to transport crude oil and natural gas condensate produced from the Eagle Ford shale formations in South Texas both along the Gulf Intracoastal Waterway with inland vessels and in the Gulf of Mexico with coastal equipment, and continued to transport Utica crude oil and natural gas condensate downriver from the Midwest to the Gulf Coast.

The refined petroleum products market, which contributed 19% of marine transportation revenues for the 2015 second quarter and first six months, reflected continued stable demand, driven by high refinery production levels, for the movement of products in the inland and coastal markets. The refined products market was also driven by a cold winter in the Northeast that increased the demand for heating oil during the 2015 first quarter and by additional miles driven by United States consumers during the 2015 second quarter.

The agricultural chemical market, which contributed 3% of marine transportation revenues for the 2015 second quarter and first six months, saw typical seasonal demand for transportation of both domestically produced imported products during the first and second quarters.

For the second quarter of 2015, the inland operations incurred 2,076 delay days, 2% less than the 2,117 delay days that occurred during the 2014 second quarter and 13% less than the 2,378 delay days that occurred during the 2015 first quarter. For the first six months of 2015, 4,454 delay days occurred, 11% less than the 5,014 delay days that occurred during the 2014 first six months. Delay days measure the lost time incurred by a tow (towboat and one or more tank barges) during transit when the tow is stopped due to weather, lock conditions or other navigational factors.

During the 2015 and 2014 second quarters and first six months, approximately 80% of marine transportation's inland revenues were under term contracts and 20% were spot contracts. Inland time charters represented 55% and 56%, respectively, of the revenues under term contracts during the 2015 second quarter and first six months.

During the 2015 first and second quarters, approximately 85% of the marine transportation's coastal revenues were under term contracts and 15% were under spot contracts compared with 80% and 85% under term contracts and 20% and 15% under spot contracts for the 2014 first and second quarters, respectively. Coastal time charters represented approximately 90% of the revenues under term contracts during the 2015 and 2014 second quarters and first six months.

Rates on inland term contracts renewed in the 2015 first quarter were flat or down slightly compared with term contracts renewed in the first quarter of 2014. Rates on second quarter 2015 inland term contract renewals decreased in the 1% to 3% average range compared with the 2014 second quarter. Spot contract rates, which include the cost of fuel, were at or above term contract pricing for the majority of the 2015 first and second quarters. Effective January 1, 2015, annual escalators for labor and the producer price index on a number of inland multi-year contracts resulted in rate increases on those contracts of approximately 1.5%, excluding fuel.

Rates on coastal term contracts renewed in the 2015 first quarter increased in the 6% to 8% average range compared with term contracts renewed in the 2014 first quarter. Rates on second quarter 2015 coastal term contract renewals increased in the 4% to 6% average range compared with the 2014 second quarter. Spot contract rates, which include the cost of fuel, remained above term contract rates during the 2015 first and second quarters.

Marine Transportation Costs and Expenses

Costs and expenses for the 2015 second quarter and first six months decreased 4% compared with the 2014 second quarter and first six months. Costs of sales and operating expenses for the 2015 second quarter and first six months decreased 6% compared with the second quarter and first six months of 2014, reflecting a decline in the average cost of marine diesel fuel for the 2015 second quarter and first six months of 36% and 35%, respectively, which is largely passed through to the customer. This decrease was partially offset by higher operating labor costs due to vessel salary increases effective January 1, 2015, costs incurred for the hiring, training and preparation of new personnel to support the 185,000 barrel coastal articulated tank barge and 10000 horsepower tugboat unit being delivered in late 2015, increased pension expense for inland marine vessel personnel resulting from actuarial changes to mortality tables and a lower discount rate and higher shipyard activity in the coastal marine transportation market in the 2015 second quarter.

The inland operations operated an average of 251 towboats during the 2015 second quarter, of which an average of 81 towboats were chartered, compared with 252 during the 2014 second quarter, of which an average of 78 towboats were chartered. During the 2015 first six months, the inland operations operated an average of 250 towboats, of which an average of 80 towboats were chartered, compared with 254 towboats operated during the 2014 first six months, of which an average of 76 were chartered. As demand, or anticipated demand, increases or decreases as new tank barges are added to the fleet, as chartered towboat availability changes, or as weather or water conditions dictate, such as the heavy ice and high water conditions that occurred in the 2015 first and second quarters, the Company charters-in or releases chartered towboats in an effort to balance horsepower needs with current requirements. The Company has historically used chartered towboats for approximately one-third of its horsepower requirements.

During the 2015 second quarter, the inland operations consumed 11.3 million gallons of diesel fuel compared to 11.4 million gallons consumed during the 2014 second quarter. The average price per gallon of diesel fuel consumed during the 2015 second quarter was \$2.03 compared with \$3.18 for the 2014 second quarter. For the 2015 first six months, the inland operations consumed 21.8 million gallons of diesel fuel compared to 22.4 million gallons consumed during the 2014 first six months. The average price per gallon of diesel fuel consumed during the 2015 first six months was \$2.04 compared with \$3.15 for the 2014 first six months. Fuel escalation and de-escalation clauses on term contracts are designed to rebate fuel costs when prices decline and recover additional fuel costs when fuel prices rise; however, there is generally a 30 to 90 day delay before the contracts are adjusted. Spot contracts do not have escalators for fuel.

Taxes, other than on income, for the 2015 second quarter and first six months increased 17% and 9%, respectively, compared with the 2014 second quarter and first six months. The increase is mainly due to an increase in the waterways user tax rate from 20 to 29 cents per gallon of fuel effective April 1, 2015 for vessels engaged in trade along the inland waterways that are maintained by the United States Army Corps of Engineers. This user tax is largely passed through to the customer.

Selling, general and administrative expenses for the 2015 second quarter and first six months decreased 4% and 8%, respectively, compared with the 2014 second quarter and first six months, primarily a reflection of a \$2,215,000 severance charge in the 2014 first quarter and lower professional fees in the 2015 first and second quarters, partially offset by salary increases effective April 1, 2015.

Depreciation and amortization for the 2015 second quarter and first six months increased 14% and 13%, respectively, compared with the 2014 second quarter and first six months. The increase was primarily attributable to increased capital expenditures in both the inland and coastal fleets, including new inland tank barges and towboats, as well as six inland pressure tank barges purchased in February 2015.

Marine Transportation Operating Income and Operating Margins

Marine transportation operating income for the 2015 second quarter and first six months decreased 16% and 9%, respectively, compared with the 2014 second quarter and first six months. The operating margin was 22.8% for the 2015 second quarter compared with 25.4% for the 2014 second quarter. The operating margin for the 2015 first six months was 22.9% compared with 23.9% for the 2014 first six months. The results reflected a continued healthy demand across the majority of the Company's inland and coastal markets but the 2015 second quarter and first six months were negatively impacted by higher operating labor costs due to vessel salary increases effective January 1, 2015, costs incurred for the hiring, training and preparation of new vessel personnel to support the 185,000 barrel coastal articulated tank barge and 10000 horsepower tugboat unit being delivered in late 2015, increased pension expense for inland marine vessel personnel resulting from actuarial changes to mortality tables and a lower discount rate, lower inland marine transportation term and spot contract rates, the impact of lagging fuel price escalators on inland marine affreightment contracts and higher shipyard activity in the coastal marine transportation market in the 2015 second quarter due to a significant number of vessels being in the shipyard for regulatory drydock maintenance.

Diesel Engine Services

The Company, through its diesel engine services segment, sells genuine replacement parts, provides service mechanics to overhaul and repair medium-speed and high-speed diesel engines, transmissions, reduction gears, pumps and compression products, maintains facilities to rebuild component parts or entire medium-speed and high-speed diesel engines, transmissions and entire reduction gears, and manufactures and remanufactures oilfield service equipment, including pressure pumping units. The Company primarily services the marine, power generation and land-based oilfield services markets.

The following table sets forth the Company's diesel engine services segment's revenues, costs and expenses, operating income and operating margins for the three months and six months ended June 30, 2015 compared with the three months and six months ended June 30, 2014 (dollars in thousands):

| | Three months ended June 30, | | | Six months ended June 30, | | |
|---------------------------------------|--------------------------------|----------------|-------------|------------------------------|----------------|-------------|
| | 2015 | 2014 | % Change | 2015 | 2014 | % Change |
| Diesel engine services revenues | \$ 118,103 | \$ 171,309 | (31)% | \$ 285,871 | \$ 324,784 | (12)% |
| Costs and expenses: | | | | | | |
| Costs of sales and operating expenses | 91,961 | 134,228 | (31) | 227,658 | 253,031 | (10) |
| Selling, general and administrative | 17,603 | 19,469 | (10) | 37,335 | 38,044 | (2) |
| Taxes, other than on income | 549 | 488 | 13 | 947 | 972 | (3) |
| Depreciation and amortization | 3,059 | 2,787 | 10 | 6,157 | 5,628 | 9 |
| | <u>113,172</u> | <u>156,972</u> | <u>(28)</u> | <u>272,097</u> | <u>297,675</u> | <u>(9)</u> |
| Operating income | \$ 4,931 | \$ 14,337 | (66)% | \$ 13,774 | \$ 27,109 | (49)% |
| Operating margins | <u>4.2%</u> | <u>8.4%</u> | | <u>4.8%</u> | <u>8.3%</u> | |

Diesel Engine Services Revenues

The following table shows the markets serviced by the Company's diesel engine services segment, the revenue distribution for the 2015 second quarter and first six months and the customers for each market:

| Markets Serviced | 2015 Second Quarter Revenue Distribution | 2015 Six Months Revenue Distribution | Customers |
|-------------------------|---|---|---|
| Land-Based | 58% | 64% | Land-Based Oilfield Services, Oil and Gas Operators and Producers, Compression, On-and Off- Highway Transportation |
| Marine | 32% | 27% | Inland River Carriers – Dry and Liquid, Offshore Towing – Dry and Liquid, Offshore Oilfield Services – Drilling Rigs & Supply Boats, Harbor Towing, Dredging, Great Lake Ore Carriers |
| Power Generation | 10% | 9% | Standby Power Generation, Pumping Stations |

Diesel engine services revenues for the 2015 second quarter and first six months decreased 31% and 12%, respectively, compared with the 2014 second quarter and first six months, primarily due to falling demand for the manufacture and remanufacture of pressure pumping units and other oilfield service equipment in the land-based market and for decreased demand for service and distribution of parts, engines and transmissions due to impact of the decline in the price of crude oil and decreased drilling activity. With the reduction in their activity levels, oilfield service customers in the land-based market continued to request delays of existing orders for new pressure pumping units, which has led to a significant portion of the backlog being delayed into 2016. The marine diesel engine services market declined modestly, due primarily to weakness in the Gulf of Mexico oil service supply vessel and drilling markets. The power generation market was stable, benefiting from major generator set upgrades and parts sales for both domestic and international power generation customers.

Diesel Engine Services Costs and Expenses

Costs and expenses for the 2015 second quarter and first six months decreased 28% and 9%, respectively, compared with the 2014 second quarter and first six months. Costs of sales and operating expenses for the 2015 second quarter and first six months decreased 31% and 10%, respectively, compared with the second quarter and first six months of 2014 reflecting a significant decrease in the 2015 second quarter in the number of pressure pumping units and other oilfield service equipment manufactured and remanufactured and a decline in the sale and service of land-based engines, transmissions and parts. The 2015 first quarter reflected the completion of the manufacturing of pressure pumping units in backlog from 2014. Units carried over from 2014 which incurred delays and production issues negatively impacted the profitability in the 2015 first quarter. The 2015 first quarter selling, general and administrative expenses included a severance charge of \$1,111,000 in response to the reduced activity in manufacturing in the land-based market.

Diesel Engine Services Operating Income and Operating Margins

Diesel engine services operating income for the 2015 second quarter decreased 66% compared with the 2014 second quarter. For the 2015 first six months, diesel engine services operating income decreased 49% compared with the 2014 first six months. The operating margin for the 2015 second quarter was 4.2% compared with 8.4% for the 2014 second quarter and 4.8% for the 2015 first six months compared with 8.3% for the 2014 first six months. The results reflected weakness in the land-based market due to the negative impact of the reduced oilfield service activity levels, production issues and modest weakness in the marine oilfield service market, as well as the \$1,111,000 severance charge in the 2015 first quarter in response to the reduced activity in manufacturing in the land-based market.

General Corporate Expenses

General corporate expenses for the 2015 second quarter were \$3,899,000, a 2% increase compared with \$3,807,000 for the second quarter of 2014. For the first six months of 2015, general corporate expenses were \$7,474,000, a 2% increase compared with \$7,327,000 for the first six months of 2014.

Gain on Disposition of Assets

The Company reported a net gain on disposition of assets of \$91,000 for the 2015 second quarter compared with a net gain of \$527,000 for the 2014 second quarter. For the 2015 first six months, the Company reported a net gain on disposition of assets of \$1,646,000 compared with a net gain of \$578,000 for the first six months of 2014. The net gains were predominantly from the sale or retirement of marine equipment and the sale of the assets of a small diesel engine services product line in the 2015 first quarter.

Other Income (Expense)

The following table sets forth other income, noncontrolling interests and interest expense for the three months and six months ended June 30, 2015 compared with the three months and six months ended June 30, 2014 (dollars in thousands):

| | Three months ended June 30, | | | Six months ended June 30, | | |
|--------------------------|--|-------------|---------------------|--------------------------------------|-------------|---------------------|
| | 2015 | 2014 | % Change | 2015 | 2014 | % Change |
| Other income (expense) | \$ (303) | \$ 123 | — | \$ (243) | \$ (113) | 115% |
| Noncontrolling interests | \$ (301) | \$ (919) | (67)% | \$ (634) | \$ (1,684) | (62)% |
| Interest expense | \$ (4,759) | \$ (5,469) | (13)% | \$ (10,009) | \$ (11,087) | (10)% |

Interest Expense

Interest expense for the 2015 second quarter and first six months decreased 13% and 10%, respectively, compared with the 2014 second quarter and first six months. During the 2015 and 2014 second quarters, the average debt and average interest rate (excluding capitalized interest) were \$795,549,000 and 2.7%, and \$677,389,000 and 3.2%, respectively. For the first six months of 2015 and 2014, the average debt and average interest rate (excluding capitalized interest) were \$795,887,000 and 2.8%, and \$705,836,000 and 3.1%, respectively. Interest expense for the 2015 second quarter and first six months excludes capitalized interest of \$679,000 and \$1,289,000, respectively. No interest was capitalized for the six months ended June 30, 2014.

Financial Condition, Capital Resources and Liquidity

Balance Sheet

Total assets as of June 30, 2015 were \$4,154,503,000 compared with \$4,141,909,000 as of December 31, 2014. The following table sets forth the significant components of the balance sheet as of June 30, 2015 compared with December 31, 2014 (dollars in thousands):

| | <u>June 30,</u> <u>2015</u> | <u>December 31,</u> <u>2014</u> | <u>%</u> <u>Change</u> |
|---------------------------------------|--------------------------------|------------------------------------|---------------------------|
| Assets: | | | |
| Current assets | \$ 676,626 | \$ 803,154 | (16)% |
| Property and equipment, net | 2,731,659 | 2,589,498 | 5 |
| Goodwill | 591,405 | 591,405 | — |
| Other assets | 154,813 | 157,852 | (2) |
| | <u>\$ 4,154,503</u> | <u>\$ 4,141,909</u> | <u>—%</u> |
| Liabilities and stockholders' equity: | | | |
| Current liabilities | \$ 387,789 | \$ 594,027 | (35)% |
| Long-term debt – less current portion | 808,300 | 600,000 | 35 |
| Deferred income taxes | 614,065 | 595,769 | 3 |
| Other long-term liabilities | 88,506 | 87,200 | 1 |
| Total equity | <u>2,255,843</u> | <u>2,264,913</u> | <u>—</u> |
| | <u>\$ 4,154,503</u> | <u>\$ 4,141,909</u> | <u>—%</u> |

Current assets as of June 30, 2015 decreased 16% compared with December 31, 2014. Trade accounts receivable decreased 19%, primarily a reflection of the decrease in revenues for the 2015 second quarter compared with the fourth quarter of 2014 in the marine transportation segment and the diesel engine services segment. Other accounts receivable decreased 20%, primarily due to a \$13,460,000 decrease in income taxes receivable for income taxes overpaid in the 2014 fourth quarter. Inventory decreased 1% due to the sale of inventory purchased in 2014 for 2015 projects, partially offset by increases in the land-based inventory due to lower activity levels and parts ordered prior to customer order cancellations or delays.

Property and equipment, net of accumulated depreciation, at June 30, 2015 increased 5% compared with December 31, 2014. The increase reflected \$190,152,000 of capital expenditures for the 2015 first six months, more fully described under Capital Expenditures below, and \$41,250,000 for the purchase of six inland pressure tank barges, less \$88,315,000 of depreciation expense for the first six months of 2015 and \$926,000 of property disposals during the 2015 first six months.

Other assets at June 30, 2015 decreased 2% compared with December 31, 2014 primarily due to amortization of intangibles other than goodwill and amortization of deferred major maintenance drydock expenditures on ocean-going vessels, net of major maintenance drydock expenditures for the 2015 first six months.

Current liabilities as of June 30, 2015 decreased 35% compared with December 31, 2014. The decrease in the current portion of long-term debt at June 30, 2015 reflected the reclassification of the balance of the revolving credit facility as long-term debt as the Company extended the maturity date of its revolving credit agreement to April 30, 2020. Accounts payable decreased 27% primarily due to decreased business activity levels in the land-based diesel engine services market. Accrued liabilities decreased 10%, primarily from payment during the 2015 first six months of employee incentive compensation accrued during 2014. Deferred revenues decreased 15%, primarily reflecting decreased business activity levels in the land-based diesel engine services market.

Long-term debt, less current portion, as of June 30, 2015 increased 35% compared with December 31, 2014, reflecting net borrowings of \$91,600,000 on the revolving credit facility during the 2015 first six months and the reclassification of the current portion of the revolving credit facility to long-term debt, as the revolving credit facility was refinanced on April 30, 2015. The borrowings on the revolving credit facility were used primarily to finance treasury stock purchases of \$138,851,000 and the purchase of six inland pressure tank barges for \$41,250,000 in February 2015.

Deferred income taxes as of June 30, 2015 increased 3% compared with December 31, 2014. The increase was primarily due to the 2015 first six months deferred tax provision of \$13,801,000.

Other long-term liabilities as of June 30, 2015 increased 1% compared with December 31, 2014. The increase was primarily due to the accrual of pension expense during the 2015 first six months.

Total equity as of June 30, 2015 decreased \$9,070,000 compared with December 31, 2014. The decrease was primarily the result of a \$132,110,000 increase in treasury stock, partially offset by \$119,153,000 of net earnings attributable to Kirby for the first six months of 2015 and an increase in additional paid-in capital due to the excess of proceeds received upon exercise of stock options and the issuance of restricted stock over the cost of the treasury stock issued. The increase in treasury stock was attributable to purchases during the 2015 six months of \$138,851,000 of Company common stock, partially offset by the exercise of stock options and the issuance of restricted stock.

Long-Term Financing

On April 30, 2015, the Company entered into a \$550,000,000 unsecured revolving credit facility (“Revolving Credit Facility”) with a syndicate of banks, with JPMorgan Chase Bank, N.A. as the administrative agent bank, with a maturity date of April 30, 2020. In addition, the credit agreement allows for a \$300,000,000 increase in the aggregate commitments of the banks in the form of revolving credit loans or term loans, subject to the consent of each bank that elects to participate in the increased commitment. The variable interest rate spread varies with the Company’s senior debt rating and is currently 1.125% over the London Interbank Offered Rate (“LIBOR”) or 0.125% over an alternate base rate calculated with reference to the agent bank's prime rate, among other factors (“Alternate Base Rate”). The commitment fee is currently 0.15%. The Revolving Credit Facility contains certain restrictive financial covenants including an interest coverage ratio and a debt-to-capitalization ratio. In addition to financial covenants, the Revolving Credit Facility contains covenants that, subject to exceptions, restrict debt incurrence, mergers and acquisitions, sales of assets, dividends and investments, liquidations and dissolutions, capital leases, transactions with affiliates and changes in lines of business. Borrowings under the Revolving Credit Facility may be used for general corporate purposes, the purchase of existing or new equipment, the purchase of the Company’s common stock, or for business acquisitions. On April 30, 2015, proceeds from the Revolving Credit Facility were used to refinance the outstanding balance of the Company’s previous \$325,000,000 unsecured revolving credit facility and the term loan described below. As of June 30, 2015, the Company was in compliance with all Revolving Credit Facility covenants and had \$308,300,000 of debt outstanding under the Revolving Credit Facility. The Revolving Credit Facility includes a \$25,000,000 commitment which may be used for standby letters of credit. Outstanding letters of credit under the Revolving Credit Facility were \$5,631,000 as of June 30, 2015.

The Company has \$500,000,000 of unsecured senior notes (“Senior Notes Series A” and “Senior Notes Series B”) with a group of institutional investors, consisting of \$150,000,000 of 2.72% Senior Notes Series A due February 27, 2020 and \$350,000,000 of 3.29% Senior Notes Series B due February 27, 2023. No principal payments are required until maturity. The Senior Notes Series A and Series B contain certain covenants on the part of the Company, including an interest coverage covenant, a debt-to-capitalization covenant and covenants relating to liens, asset sales and mergers, among others. The Senior Notes Series A and Series B also specify certain events of default, upon the occurrence of which the maturity of the notes may be accelerated, including failure to pay principal and interest, violation of covenants or default on other indebtedness, among others. As of June 30, 2015, the Company was in compliance with all Senior Notes Series A and Series B covenants and had \$150,000,000 of Senior Notes Series A outstanding and \$350,000,000 of Senior Notes Series B outstanding.

The Company has a \$10,000,000 line of credit ("Credit Line") with Bank of America for short-term liquidity needs and letters of credit, with a maturity date of June 30, 2017. The Credit Line allows the Company to borrow at an interest rate agreed to by Bank of America and the Company at the time each borrowing is made or continued. The Company had no borrowings outstanding under the Credit Line as June 30, 2015. Outstanding letters of credit under the Credit Line were \$1,194,000 as of June 30, 2015.

Until April 30, 2015, the Company had a term loan with a group of commercial banks, with Wells Fargo Bank, National Association as the administrative agent bank, with a maturity date of July 1, 2016. On April 30, 2015, the \$100,000,000 outstanding balance of the term loan was refinanced with proceeds from the Revolving Credit Facility. The term loan provided for a \$540,000,000 five-year unsecured term loan facility with a variable interest rate based on LIBOR or the Alternate Base Rate. The interest rate spread varied with the Company's senior debt rating and, for the year 2014 through April 29, 2015, was 1.5% over LIBOR or 0.5% over the Alternate Base Rate. The outstanding balance of the term loan was subject to quarterly amortization in increasing amounts and was prepayable, in whole or in part, without penalty. The term loan contained certain restrictive financial covenants including an interest coverage ratio and a debt-to-capitalization ratio. In addition to financial covenants, the term loan contained covenants that, subject to exceptions, restricted debt incurrence, mergers and acquisitions, sales of assets, dividends and investments, liquidations and dissolutions, capital leases, transactions with affiliates and changes in lines of business.

Capital Expenditures

Capital expenditures for the 2015 first six months were \$190,152,000, including \$60,285,000 for inland tank barge and tugboat construction, \$50,676,000 for progress payments on the construction of two 185,000 barrel coastal articulated tank barge and 10000 horsepower tugboat units, one scheduled to be placed in service in late 2015 and one in the first half of 2016, \$220,000 for progress payments on the construction of two 155,000 barrel coastal articulated tank barge and 6000 horsepower tugboat units, one scheduled to be placed in service in the 2016 second half and one in the 2017 first half, and \$78,971,000 primarily for upgrading of the existing marine transportation equipment and facilities and diesel engine service facilities. The Company purchased six inland pressure tank barges for \$41,250,000 in February 2015. Capital expenditures for the 2014 first six months were \$163,299,000, of which \$57,456,000 was for construction of new inland tank barges and tugboats, \$26,909,000 for progress payments on the construction of two 185,000 barrel coastal articulated tank barge and 10000 horsepower tugboat units, one scheduled to be placed in service in late 2015 and one in the first half of 2016, and \$78,934,000 primarily for upgrading of existing marine transportation equipment and facilities and diesel engine service facilities, as well as the final costs for the construction of two offshore dry-bulk barge and tugboat units delivered during 2013. Financing of the construction of the inland tank barges and tugboats and the coastal tank barge and tugboat units and purchase of the six inland pressure tank barges was through operating cash flows and available credit under the Company's Revolving Credit Facility.

During the 2015 first six months, the Company took delivery of 35 new inland tank barges with a total capacity of approximately 461,000 barrels, acquired six inland pressure tank barges with a total capacity of approximately 97,000 barrels and retired 13 inland tank barges, reducing its capacity by approximately 221,000 barrels. As a result, the Company added a net 28 inland tank barges and approximately 337,000 barrels of capacity during the first half of 2015.

The Company projects that capital expenditures for 2015 will be in the \$315,000,000 to \$325,000,000 range. The 2015 construction program will consist of 38 inland tank barges with a total capacity of 547,000 barrels, three inland tugboats, progress payments on the construction of two 185,000 barrel coastal articulated tank barge and tugboat units scheduled to be placed in service in late 2015 and first half of 2016 and progress payments on the construction of two 155,000 barrel coastal articulated tank barge and tugboat units scheduled to be placed in service in the 2016 second half and the 2017 first half. Based on current commitments, steel prices and projected delivery schedules, the Company's 2015 payments on new inland tank barges and tugboats will be approximately \$70,000,000 and 2015 progress payments on the construction of the two 185,000 barrel and two 155,000 barrel coastal articulated tank barge and tugboat units will be approximately \$95,000,000. The balance of approximately \$150,000,000 to \$160,000,000 is primarily capital upgrades and improvements to existing marine equipment and marine transportation and diesel engine services facilities.

Funding for future capital expenditures is expected to be provided through operating cash flows and available credit under the Company's Revolving Credit Facility.

Treasury Stock Purchases

During the 2015 second quarter, the Company purchased 531,000 shares of its common stock for \$40,840,000, for an average price of \$76.99 per share. For the first six months of 2015, the Company purchased 1,783,000 shares of its common stock for \$138,851,000, for an average price of \$77.89 per share. The common stock was purchased through a combination of discretionary purchases and purchases pursuant to stock trading plans entered into with brokerage firms pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934 ("Exchange Act"). From July 1, 2015 to July 23, 2015, the Company purchased 477,000 shares of its common stock for \$36,365,000, for an average price of \$76.20 per share pursuant to a stock trading plan that was completed on July 23, 2015. As of August 6, 2015, the Company had approximately 2,502,000 shares available under its existing repurchase authorizations. The treasury stock purchases are financed through operating cash flows and borrowings under the Company's Revolving Credit Facility. 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 or the granting of other forms of incentive compensation, in future acquisitions for stock or for other appropriate corporate purposes.

Liquidity

The Company generated net cash provided by operating activities of \$245,918,000 during the 2015 first six months compared with \$251,408,000 generated during the first six months of 2014. The 2015 first six months experienced a net increase in cash flows from changes in operating assets and liabilities of \$4,058,000 compared with a net increase in the 2014 first six months of \$3,218,000.

Funds generated from operations are available for acquisitions, capital expenditure projects, common stock repurchases, repayments of borrowings, and for other corporate and operating requirements. In addition to net cash flow provided by operating activities, the Company also had available as of August 6, 2015, \$247,994,000 under its Revolving Credit Facility and \$206,000 available under its Credit Line.

Neither the Company, nor any of its subsidiaries, is obligated on any debt instrument, swap agreement, or any other financial instrument or commercial contract which has a rating trigger, except for pricing grids on its Revolving Credit Facility.

The Company expects to continue to fund expenditures for acquisitions, capital construction projects, common stock repurchases, repayment of borrowings, and for other operating requirements from a combination of available cash and cash equivalents, funds generated from operating activities and available financing arrangements.

The Revolving Credit Facility's commitment is in the amount of \$550,000,000 and expires April 30, 2020. The Senior Notes Series A and Senior Notes Series B do not mature until February 27, 2020 and February 27, 2023, respectively, and require no prepayments.

There are numerous factors that may negatively impact the Company's cash flow in 2015. For a list of significant risks and uncertainties that could impact cash flows, see Note 11, Contingencies, in the financial statements, and Item 1A—Risk Factors and Note 13, Contingencies and Commitments, in the Company's Annual Report on Form 10-K for the year ended December 31, 2014. Amounts available under the Company's existing financial arrangements are subject to the Company continuing to meet the covenants of the credit facilities as described in Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations under Long-Term Financing.

The Company has issued guaranties or obtained standby letters of credit and performance bonds supporting performance by the Company and its subsidiaries of contractual or contingent legal obligations of the Company and its subsidiaries incurred in the ordinary course of business. The aggregate notional value of these instruments is \$28,489,000 at June 30, 2015, including \$8,125,000 in letters of credit and \$20,364,000 in performance bonds. All of these instruments have an expiration date within four years. The Company does not believe demand for payment under these instruments is likely and expects no material cash outlays to occur in connection with these instruments.

All marine transportation term contracts contain fuel escalation clauses, or the customer pays for the fuel. However, there is generally a 30 to 90 day delay before contracts are adjusted depending on the specific contract. In general, the fuel escalation clauses are effective over the long-term in allowing the Company to recover changes in fuel costs due to fuel price changes. However, the short-term effectiveness of the fuel escalation clauses can be affected by a number of factors including, but not limited to, specific terms of the fuel escalation formulas, fuel price volatility, navigating conditions, tow sizes, trip routing, and the location of loading and discharge ports that may result in the Company over or under recovering its fuel costs. Spot contract rates generally reflect current fuel prices at the time the contract is signed but do not have escalators for fuel.

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 as noted above, can be passed through to its customers. Spot contract rates include the cost of fuel and are subject to market volatility. The repair portion of the diesel engine services segment is based on prevailing current market rates.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company is exposed to risk from changes in interest rates on certain of its outstanding debt. The outstanding loan balances under the Company's bank credit facilities bear interest at variable rates based on prevailing short-term interest rates in the United States and Europe. A 10% change in variable interest rates would impact the 2015 interest expense by \$33,000 based on balances outstanding at December 31, 2014, and would change the fair value of the Company's debt by less than 1%.

Item 4. Controls and Procedures

The Company's management, with the participation of the Chief Executive Officer and the Chief Financial Officer, has evaluated the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act, as of June 30, 2015. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that, as of June 30, 2015, the disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. There were no changes in the Company's internal control over financial reporting during the quarter ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

The discussion of legal proceedings in Note 11 of the Notes to Unaudited Consolidated Condensed Financial Statements in this Quarterly Report is incorporated by reference into this Item 1.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

| Period | Total Number of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans | Maximum Number of Shares that May Yet Be Purchased Under the Plans |
|--------------------------|---|------------------------------------|---|---|
| April 1 – April 30, 2015 | — | \$ — | — | — |
| May 1 – May 31, 2015 | 93,000 | \$ 77.18 | — | — |
| June 1 – June 30, 2015 | 438,000 | \$ 76.94 | — | — |
| Total | <u>531,000</u> | <u>\$ 76.99</u> | <u>—</u> | <u>—</u> |

Purchases of 177,000 shares of the Company’s common stock in June 2015 were made pursuant to a stock trading plan entered into with a brokerage firm pursuant to Rule 10b5-1 under the Exchange Act. The plan was entered into pursuant to authorization by the Board of Directors to repurchase up to \$50,000,000 of the Company’s common stock pursuant to Rule 10b5-1. Purchases under the plan were completed in July 2015.

Purchases of 354,000 shares of the Company’s common stock from May 26 through June 11, 2015 were made pursuant to a discretionary authorization. The Company’s total remaining repurchase authorization as of August 6, 2015 was 2,502,000 shares.

Item 6. Exhibits

| | |
|------------------------|---|
| 10.1†* | – 2000 Nonemployee Director Stock Plan |
| 10.2†* | – 2005 Stock and Incentive Plan |
| 10.3†* | – Nonemployee Director Compensation Program |
| 31.1* | – Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) |
| 31.2* | – Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) |
| 32* | – Certification Pursuant to 18 U.S.C. Section 1350 |
| 101.INS** | – XBRL Instance Document |
| 101.SCH** | – XBRL Taxonomy Extension Schema Document |
| 101.CAL** | – XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF** | – XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB** | – XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE** | – XBRL Taxonomy Extension Presentation Linkbase Document |

* Filed herewith.

** These exhibits are furnished herewith. In accordance with Rule 406T of Regulation S-T, these exhibits are not deemed to be filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are not deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

† Management contract, compensatory plan or arrangement.

KIRBY CORPORATION

2000 NONEMPLOYEE DIRECTOR STOCK PLAN

ARTICLE I
GENERAL

Section 1.1. *Purpose.* The purpose of this Plan is to advance the interests of Kirby Corporation, a Nevada corporation (the “Company”), by providing an additional incentive to attract and retain qualified and competent directors, upon whose efforts and judgment the success of the Company is largely dependent, through the encouragement of stock ownership in the Company by such persons.

Section 1.2. *Definitions.* As used herein, the following terms shall have the meaning indicated:

- (a) “Award” means a grant under this Plan in the form of an Option or Restricted Stock.
- (b) “Board” means the Board of Directors of the Company.
- (c) “Change in Control” means the occurrence of any of the following events:

(i) Any “person” (as such term is used in Sections 13(d) and 14(d)(2) of the Securities Exchange Act of 1934, as amended) becomes the beneficial owner, directly or indirectly, of voting securities representing thirty percent (30%) or more of the combined voting power of the Company’s then outstanding voting securities or, if a person is the beneficial owner, directly or indirectly, of voting securities representing thirty percent (30%) or more of the combined voting power of the Company’s outstanding voting securities as of the date a particular Award is granted, such person becomes the beneficial owner, directly or indirectly, of additional voting securities representing ten percent (10%) or more of the combined voting power of the Company’s then outstanding voting securities;

(ii) During any period of twelve (12) months, individuals who at the beginning of such period constitute the Board cease for any reason to constitute a majority of the Directors unless the election, or the nomination for election by the Company’s stockholders, of each new Director was approved by a vote of at least a majority of the Directors then still in office who were Directors at the beginning of the period;

(iii) (A) Any consolidation or merger of the Company or any Subsidiary that results in the holders of the Company’s voting securities immediately prior to the consolidation or merger having (directly or indirectly) less than a majority ownership interest in the outstanding voting securities of the surviving entity immediately after the consolidation or merger, (B) any sale, lease, exchange or other transfer (in one transaction or a series of related transactions) of all or substantially all of the assets of the Company or (C) the liquidation or dissolution of the Company;

(iv) The stockholders of the Company accept a share exchange, with the result that stockholders of the Company immediately before such share exchange do not own, immediately following such share exchange, at least a majority of the voting securities of the entity resulting from such share exchange in substantially the same proportion as their ownership of the voting securities outstanding immediately before such share exchange; or

(v) Any tender or exchange offer is made to acquire thirty percent (30%) or more of the voting securities of the Company, other than an offer made by the Company, and shares are acquired pursuant to that offer.

For purposes of this definition, the term “voting securities” means equity securities, or securities that are convertible or exchangeable into equity securities, that have the right to vote generally in the election of Directors.

(d) “Code” means the Internal Revenue Code of 1986, as amended.

(e) “Committee” means the Compensation Committee, if any, appointed by the Board.

(f) “Compensation Plan” means the written plan or program in effect from time to time, as approved by the Board, which sets forth the compensation to be paid to Eligible Directors.

(g) “Date of Grant” means the date on which an Option or Restricted Stock is deemed granted to an Eligible Director as specified in this Plan.

(h) “Director” means a member of the Board.

(i) “Eligible Director” means a Director who is not an employee of the Company or a Subsidiary.

(j) “Existing Plan” means the 2000 Nonemployee Director Stock Option Plan as adopted by the Board on September 22, 2000 and as amended through April 24, 2012.

(k) “Fair Market Value” of a Share means the closing price on the New York Stock Exchange on the day of reference. If the Shares are not listed for trading on the New York Stock Exchange, the Fair Market Value on the date of reference shall be determined by any fair and reasonable means prescribed by the Committee.

(l) “Nonincentive Stock Option” means an option that is not an incentive stock option as defined in Section 422 of the Internal Revenue Code of 1986, as amended.

(m) “Option” means any option granted under this Plan.

(n) "Optionee" means a person to whom a stock option is granted under this Plan or any successor to the rights of such person under this Plan by reason of the death of such person.

(o) "Payment Date" means the last day of a calendar quarter.

(p) "Plan" means this 2000 Nonemployee Director Stock Plan for Kirby Corporation.

(q) "Restricted Stock" means Shares granted under this Plan that are subject to restrictions described in Article III and the Compensation Plan.

(r) "Share" means a share of the common stock, par value ten cents (\$0.10) per share, of the Company.

(s) "Subsidiary" means any corporation (other than the Company) in any unbroken chain of corporations beginning with the Company if, at the time of the granting of the Option, each of the corporations other than the last corporation in the unbroken chain owns stock possessing 50% or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

Section 1.3. *Total Shares and Limitations.*

(a) The maximum number of Shares that may be issued under this Plan shall be One Million Five Hundred Thousand (1,500,000) Shares, which may be from Shares held in the Company's treasury or from authorized and unissued Shares. If any Award granted under the Plan shall terminate, expire or be cancelled or surrendered as to any Shares, new Options may thereafter be granted covering such Shares or such Shares may thereafter be issued as Restricted Stock. All Share numbers in the Plan reflect the 2-for-1 split of the common stock of the Company effected on May 31, 2006.

(b) The maximum aggregate number of Shares that may be issued upon the exercise of Options granted pursuant to Section 2.3 or as Restricted Stock pursuant to Section 3.3 shall be Ten Thousand (10,000) Shares.

ARTICLE II
STOCK OPTIONS

Section 2.1. *Grant of Options.* Options shall be granted to Eligible Directors as provided in Section 2.2 and may be granted in the discretion of the Committee as provided in Section 2.3. All Options shall be Nonincentive Stock Options. Each Option shall be evidenced by an option agreement containing such terms deemed necessary or desirable by the Committee that are not inconsistent with the Plan or any applicable law. Neither the Plan nor any Option shall confer upon any person any right to continue to serve as a Director.

Section 2.2. *Election to Receive Options.* If the Compensation Plan permits Eligible Directors to elect to receive an Option in lieu of all or part of Director fees otherwise payable in cash, each Eligible Director who has properly and timely made such election as provided in the Compensation Plan shall be granted an Option for a number of Shares equal to (i) the amount of the fee such Eligible Director elects to receive in the form of an Option divided by (ii) the Fair Market Value of a Share on the Date of Grant multiplied by (iii) 3, with the result rounded to the nearest whole Share.

Section 2.3. *Discretionary Grant of Options.* The Committee may in its discretion grant Options to Eligible Directors in addition to the Options granted pursuant to Section 2.2.

Section 2.4. *Option Price.* The option price per Share for any Option shall be the Fair Market Value on the Date of Grant.

Section 2.5. *Date of Grant.*

(a) The Date of Grant of an Option granted under Section 2.2 shall be the second business day after the Company's first quarter earnings conference call following the election by the Eligible Director pursuant to the Compensation Plan to receive the Option in lieu of cash fees, except that, for a newly elected Eligible Director, the Date of Grant shall be the date of his or her election to receive an Option in lieu of cash fees.

(b) The Date of Grant of an Option granted under Section 2.3 shall be the date on which the Committee takes formal action to grant the Option or such later date as may be specified by the Committee when granting the Option.

Section 2.6. *Vesting.*

(a) An Option granted under Section 2.2 shall become exercisable on the Payment Date(s) following the Date of Grant as provided in this Section 2.6(a). The number of Shares as to which an Option granted under Section 2.2 will become exercisable on each Payment Date after the Date of Grant shall equal the number of Shares subject to the Option divided by the number of Payment Dates occurring after the Date of Grant and before the first anniversary of the most recent annual meeting of stockholders of the Company.

(b) An Option granted under Section 2.3 shall become exercisable six months after the Date of Grant.

(c) Notwithstanding the other provisions of this Section 2.6, (i) an Option shall only become exercisable as provided in this Section 2.6 if the Optionee is a Director at the time the Option would otherwise become exercisable and (ii) upon the occurrence of a Change in Control, all Options outstanding at the time of the Change in Control shall become immediately exercisable.

Section 2.7. *Term of Options.* The portion of an Option that is exercisable shall automatically and without notice terminate upon the earlier of (a) one (1) year after the Optionee ceases to be a Director for any reason or (b) ten (10) years after the Date of Grant of the Option. The portion of an Option that is not exercisable shall automatically and without notice terminate at the time the Optionee ceases to be a Director for any reason.

Section 2.8. *Exercise of Options.* Any Option may be exercised in whole or in part to the extent exercisable in accordance with Section 2.6. An Option shall be deemed exercised when (i) the Company has received written notice of such exercise in accordance with the terms of the Option and (ii) full payment of the aggregate option price of the Shares as to which the Option is exercised has been made. Unless further limited by the Committee in any Option, the option price of any Shares purchased shall be paid solely in cash, by certified or cashier's check, by money order, by personal check or with Shares owned by the Optionee for at least six months, or by a combination of the foregoing. If the option price is paid in whole or in part with Shares, the value of the Shares surrendered shall be their Fair Market Value on the date received by the Company.

Section 2.9. *Adjustment of Shares.*

(a) If at any time while the Plan is in effect or unexercised Options are outstanding, there shall be any increase or decrease in the number of issued and outstanding Shares through the declaration of a stock dividend or through any recapitalization resulting in a stock split, combination or exchange of Shares, then and in such event:

(i) appropriate adjustment shall be made in the maximum number of Shares then subject to being optioned under the Plan, and the numbers of Options to be granted under Sections 2.2 and 2.3, so that the same proportion of the Company's issued and outstanding Shares shall continue to be subject to being so optioned, and

(ii) appropriate adjustment shall be made in the number of Shares and the exercise price per Share thereof then subject to any outstanding Option, so that the same proportion of the Company's issued and outstanding Shares shall remain subject to purchase at the same aggregate exercise price.

(b) In the event of a merger, consolidation or other reorganization of the Company in which the Company is not the surviving entity, the Board or the Committee may provide for any or all of the following alternatives: (i) for Options to become immediately exercisable, (ii) for exercisable Options to be cancelled immediately prior to such transaction, (iii) for the assumption by the surviving entity of the Plan and the Options, with appropriate adjustments in the number and kind of shares and exercise prices or (iv) for payment in cash or stock in lieu of and in complete satisfaction of Options.

(c) Any fractional shares resulting from any adjustment under this Section 2.9 shall be disregarded and each Option shall cover only the number of full shares resulting from such adjustment.

(d) Except as otherwise expressly provided herein, the issuance by the Company of shares of its capital stock of any class, or securities convertible into shares of capital stock of any class, either in connection with direct sale or upon the exercise of rights or warrants to subscribe therefor, or upon conversion of shares or obligations of the Company convertible into such shares or other securities, shall not affect, and no adjustment by reason thereof shall be made with respect to, the number of or exercise price of Shares then subject to outstanding Options granted under the Plan.

(e) Without limiting the generality of the foregoing, the existence of outstanding Options granted under the Plan shall not affect in any manner the right or power of the Company to make, authorize or consummate (i) any or all adjustments, recapitalizations, reorganizations or other changes in the Company's capital structure or its business; (ii) any merger or consolidation of the Company; (iii) any issue by the Company of debt securities, or preferred or preference stock that would rank above the Shares subject to outstanding Options; (iv) the dissolution or liquidation of the Company; (v) any sale, transfer or assignment of all or any part of the assets or business of the Company; or (vi) any other corporate act or proceeding, whether of a similar character or otherwise.

Section 2.10. *Transferability of Options.* Each Option shall provide that such Option shall not be transferable by the Optionee otherwise than by will or the laws of descent and distribution and that so long as an Optionee lives, only such Optionee or his guardian or legal representative shall have the right to exercise such Option.

Section 2.11. *Issuance of Shares.* No person shall be, or have any of the rights or privileges of, a stockholder of the Company with respect to any of the Shares subject to any Option unless and until such Shares (whether in certificated or in book entry or other electronic form) shall have been issued and delivered to such person. As a condition of any transfer of Shares, the Committee may obtain such agreements or undertakings, if any, as it may deem necessary or advisable to assure compliance with any provision of the Plan, any agreement or any law or regulation including, but not limited to, the following:

(a) a representation, warranty or agreement by the Optionee to the Company, at the time any Option is exercised, that the Optionee is acquiring the Shares for investment and not with a view to, or for sale in connection with, the distribution of any such Shares; and

(b) a representation, warranty or agreement to be bound by any restrictions that are, in the opinion of the Committee, necessary or appropriate to comply with the provisions of any securities law deemed by the Committee to be applicable to the issuance of the Shares.

ARTICLE III RESTRICTED STOCK

Section 3.1. *Grants of Restricted Stock.* Restricted Stock shall be granted to Eligible Directors as provided in Sections 3.2 and 3.3 and may be granted in the discretion of the Committee as provided in Section 3.4. Each Restricted Stock grant shall be evidenced by an agreement containing such terms deemed necessary or desirable by the Committee that are not inconsistent with the Plan or any applicable law. No grant of Restricted Stock shall confer upon any person any right to continue to serve as a Director.

Section 3.2. *Automatic Annual Grants.* Following each annual meeting of stockholders of the Company, each Eligible Director shall automatically be granted \$167,500 in value of Restricted Stock, except that an Eligible Director elected between annual stockholder meetings shall be granted a prorated dollar value of restricted stock for the year in which he or she is first elected. The number of shares of Restricted Stock granted will be equal to (a) the dollar value divided by (b) the Fair Market Value on the Date of Grant multiplied by (c) 1.2, with the result then rounded to the nearest whole share.

Section 3.3. *Election to Receive Restricted Stock.* If the Compensation Plan permits Eligible Directors to elect to receive Restricted Stock in lieu of all or part of Director fees otherwise payable in cash, each Eligible Director who has properly and timely made such election as provided in the Compensation Plan shall automatically be granted a number of Shares of Restricted Stock equal to (i) the amount of the fee such Eligible Director elects to receive in the form of Restricted Stock divided by (ii) the Fair Market Value of a Share on the Date of Grant multiplied by (iii) 1.2, with the result rounded to the nearest whole Share.

Section 3.4. *Discretionary Grant of Restricted Stock.* The Committee may in its discretion grant Restricted Stock to Eligible Directors in addition to Restricted Stock granted pursuant to Sections 3.2 and 3.3.

Section 3.5. *Date of Grant.*

(a) The Date of Grant of Restricted Stock granted under Section 3.2 shall be the second business day after the Company's first quarter earnings conference call, except that for an Eligible Director elected between annual stockholder meetings, the Date of Grant shall be determined as follows:

(i) If the Eligible Director is elected at a regular quarterly meeting of the Board, the Date of Grant shall be the second business day after the Company's earnings conference call for the immediately preceding quarter.

(ii) If the Eligible Director is elected at any other time, the Date of Grant shall be the date of his or her election.

(b) The Date of Grant of Restricted Stock granted under Section 3.3 shall be the second business day after the Company's first quarter earnings conference call following the election by the Eligible Director pursuant to the Compensation Plan to receive the Restricted Stock in lieu of cash fees, except that, for a newly elected Eligible Director, the Date of Grant shall be the date of his or her election to receive Restricted Stock in lieu of cash fees.

(c) The Date of Grant of Restricted Stock granted under Section 3.4 shall be the date on which the Committee takes formal action to grant the Restricted Stock.

Section 3.6. *Vesting.*

(a) Restricted Stock granted under Section 3.2 shall vest six months after the Date of Grant.

(b) Restricted Stock granted under Section 3.3 shall vest on the Payment Date(s) following the Date of Grant as provided in this Section 3.6(b). The number of Shares of Restricted Stock granted under Section 3.3 that will vest on each Payment Date after the Date of Grant shall equal the number of Shares of Restricted Stock granted divided by the number of Payment Dates occurring after the Date of Grant and before the first anniversary of the most recent annual meeting of stockholders of the Company.

(c) Restricted Stock granted under Section 3.4 shall vest six months after the Date of Grant.

(d) Notwithstanding the other provisions of this Section 3.6, (i) Restricted Stock shall only vest as provided in this Section 3.6 if the holder is a Director at the time the Restricted Stock would otherwise vest and (ii) upon the occurrence of a Change in Control, all Restricted Stock issued under the Plan that is outstanding at the time of the Change in Control shall immediately vest.

(e) Notwithstanding the vesting conditions set forth in the Plan or the Compensation Plan, the Committee may in its discretion at any time accelerate the vesting of Restricted Stock or otherwise waive or amend any conditions of a grant of Restricted Stock under the Plan.

Section 3.7. *Restrictions on Transfer.* Restricted Stock granted to an Eligible Director under the Plan (whether represented by stock certificates or in book entry or other electronic form) shall be registered in the Director's name or, at the option of the Committee, not issued until such time as the Restricted Stock shall become vested or as otherwise determined by the Committee. If certificates are issued prior to the Shares of Restricted Stock becoming vested, such certificates shall either be held by the Company on behalf of the Director, or delivered to the Director bearing a legend to restrict transfer of the certificate until the Restricted Stock has vested, as determined by the Committee. The Director shall have the right to vote and receive dividends on the Restricted Stock before it has vested. Except as may otherwise be expressly permitted by the Committee, no Share of Restricted Stock may be sold, transferred, assigned or pledged by the Director until such Share has vested. In the event that a Director ceases to be a Director before all the Director's Restricted Stock has vested, the Shares of Restricted Stock that have not vested shall be forfeited. At the time Restricted Stock vests (and, if the Director has been issued legended certificates for Restricted Stock, upon the return of such certificates to the Company), such vested Shares shall be issued to the Director, in certificated or book entry or other electronic form, free of restrictions.

Section 3.8. *Issuance of Shares.* As a condition of the issuance of any Shares of Restricted Stock, the Committee may obtain such agreements or undertakings, if any, as it may deem necessary or advisable to assure compliance with any provision of the Plan, any agreement or any law or regulation including, but not limited to, the following:

(a) a representation, warranty or agreement by the Eligible Director to the Company that the Eligible Director is acquiring the Shares for investment and not with a view to, or for sale in connection with, the distribution of any such Shares; and

(b) a representation, warranty or agreement to be bound by any restrictions that are, in the opinion of the Committee, necessary or appropriate to comply with the provisions of any securities law deemed by the Committee to be applicable to the issuance of the Shares.

Section 3.9. *Section 83(b) Election.* If a Director receives Restricted Stock that is subject to a “substantial risk of forfeiture,” the Director may elect under Section 83(b) of the Code to include in his or her gross income, for the taxable year in which the Restricted Stock is received, the Fair Market Value of such Restricted Stock on the Date of Grant. If the Director makes the Section 83(b) election, the Director shall (a) make such election in a manner that is satisfactory to the Committee, (b) provide the Company with a copy of such election and (c) agree to promptly notify the Company if any Internal Revenue Service or state tax agent, on audit or otherwise, questions the validity or correctness of such election or of the amount of income reportable on account of such election.

ARTICLE IV
ADDITIONAL PROVISIONS

Section 4.1. *Administration of the Plan.* The Plan shall be administered by the Committee. The Committee shall have the authority to interpret the provisions of the Plan, to adopt such rules and regulations for carrying out the Plan as it may deem advisable, to decide conclusively all questions arising with respect to the Plan and to make all other determinations and take all other actions necessary or desirable for the administration of the Plan. All decisions and acts of the Committee shall be final and binding upon all affected Optionees and holders of Restricted Stock. If there is no Committee, the Board shall administer the Plan and in such case all references to the Committee shall be deemed to be references to the Board.

Section 4.2. *Adjustment of Shares.* If at any time while the Plan is in effect, there shall be any increase or decrease in the number of issued and outstanding Shares through the declaration of a stock dividend or through any recapitalization resulting in a stock split, combination or exchange of Shares, the Committee shall make an appropriate adjustment in the number and kind of Shares then subject to being issued under the Plan, so that the same proportion of the Company’s issued and outstanding Shares shall continue to be subject to issuance under the Plan upon the exercise of Options or as Restricted Stock.

Section 4.3. *Amendment.* The Board may amend or modify the Plan in any respect at any time, subject to stockholder approval if required by applicable law or regulation or by applicable stock exchange rules.

Section 4.4. *Duration and Termination.* The Plan shall be of unlimited duration. The Board may suspend, discontinue or terminate the Plan at any time. Such action shall not impair any of the rights of any holder of any Option or Restricted Stock outstanding on the date of the Plan’s suspension, discontinuance or termination without the holder’s written consent.

Section 4.5. *Effective Date.* The Plan amends and restates the Existing Plan in its entirety, effective April 28, 2015.

KIRBY CORPORATION

2005 Stock and Incentive Plan

ARTICLE I
GENERAL

Section 1.1. *Purpose.* The purpose of this Plan is to advance the interests of Kirby Corporation, a Nevada corporation (the "Company"), by providing an additional incentive to attract and retain qualified and competent employees for the Company and its subsidiaries, upon whose efforts and judgment the success of the Company is largely dependent, through the award of (i) Options to purchase shares of Common Stock (which Options may be Incentive Stock Options or Nonincentive Stock Options); (ii) shares of Restricted Stock; and (iii) Performance Awards.

Section 1.2. *Definitions.* As used herein, the following terms shall have the meaning indicated:

- (a) "Award" means a grant under this Plan in the form of Options, Restricted Stock, Performance Awards or any combination of the foregoing.
- (b) "Board" means the Board of Directors of the Company.
- (c) "Change in Control" means the occurrence of any of the following events:
 - (i) Any "person" (as such term is used in Sections 13(d) and 14(d)(2) of the Securities Exchange Act of 1934, as amended) becomes the beneficial owner, directly or indirectly, of voting securities representing thirty percent (30%) or more of the combined voting power of the Company's then outstanding voting securities;
 - (ii) The Board ceases to consist of a majority of Continuing Directors, with the term "Continuing Director" meaning a Director who (A) is a Director on the effective date of the Plan or (B) is nominated or appointed to serve as a Director by a majority of the then Continuing Directors;
 - (iii) (A) Any consolidation or merger of the Company or any Subsidiary that results in the holders of the Company's voting securities immediately prior to the consolidation or merger having (directly or indirectly) less than a majority ownership interest in the outstanding voting securities of the surviving entity immediately after the consolidation or merger, (B) any sale, lease, exchange or other transfer (in one transaction or a series of related transactions) of all or substantially all of the assets of the Company or (C) the liquidation or dissolution of the Company;
 - (iv) The stockholders of the Company accept a share exchange, with the result that stockholders of the Company immediately before such share exchange do not own, immediately following such share exchange, at least a majority of the voting securities of the entity resulting from such share exchange in substantially the same proportion as their ownership of the voting securities outstanding immediately before such share exchange; or

(v) Any tender or exchange offer is made to acquire thirty percent (30%) or more of the voting securities of the Company, other than an offer made by the Company, and shares are acquired pursuant to that offer.

For purposes of this definition, the term “voting securities” means equity securities, or securities that are convertible or exchangeable into equity securities, that have the right to vote generally in the election of Directors.

(d) “Code” means the Internal Revenue Code of 1986, as amended.

(e) “Committee” means the Compensation Committee, if any, appointed by the Board.

(f) “Date of Grant” means the date on which the Committee takes formal action to grant an Award to an Eligible Person or such later date as may be specified by the Committee when approving the Award.

(g) “Director” means a member of the Board.

(h) “Disability” means mental or physical disability as determined by a medical doctor satisfactory to the Committee.

(i) “Eligible Person” means an employee of the Company or a Subsidiary.

(j) “Existing Plan” means the 2005 Stock and Incentive Plan as approved by the stockholders of the Company on April 26, 2005 and as amended through January 23, 2015.

(k) “Fair Market Value” of a Share means the closing price on the New York Stock Exchange on the day of reference. If the Shares are not listed for trading on the New York Stock Exchange, the Fair Market Value on the date of reference shall be determined by any fair and reasonable means prescribed by the Committee.

(l) “Incentive Stock Option” means an option that is an incentive stock option as defined in Section 422 of the Code.

(m) “Nonincentive Stock Option” means an option that is not an Incentive Stock Option.

(n) “Option” means any option granted under this Plan.

(o) “Optionee” means a person to whom a stock option is granted under this Plan or any successor to the rights of such person under this Plan by reason of the death of such person.

(p) “Participant” means a person to whom an Award is granted under the Plan.

Kirby Corporation—2005 Stock and Incentive Plan

- (q) "Performance Award" means an Award granted pursuant to Article IV.
- (r) "Performance Objectives" means the objectives established by the Committee pursuant to Section 4.1(b).
- (s) "Performance Period" means the period over which the performance of a holder of a Performance Award is measured.
- (t) "Plan" means this Kirby Corporation 2005 Stock and Incentive Plan.
- (u) "Restricted Stock" means Shares granted under this Plan that are subject to restrictions imposed by the Committee pursuant to Article III.
- (v) "Restricted Stock Award" means an award of Restricted Stock under this Plan.
- (w) "Section 162(m) Participant" means each Participant who would be a "covered employee" under Section 162(m) of the Code.
- (x) "Share" means a share of the common stock, par value ten cents (\$0.10) per share, of the Company.
- (y) "Subsidiary" means any corporation (other than the Company) in any unbroken chain of corporations beginning with the Company if each of the corporations other than the last corporation in the unbroken chain owns stock possessing 50% or more of the total combined voting power of all classes of stock in one of the other corporations in the chain.

Section 1.3. *Total Shares and Limitations.*

(a) The maximum number of Shares that may be issued under the Plan shall be Five Million (5,000,000) Shares, which may be from Shares held in the Company's treasury or from authorized and unissued Shares. If any Award granted under the Plan shall terminate, expire or be cancelled or surrendered as to any Shares, or the Award is paid in cash in lieu of Shares, the Shares that were subject to such Award shall not count against the above limit and shall again be available for grants under the Plan. Shares equal in number to the Shares surrendered in payment of the option price of an Option and Shares that are withheld in order to satisfy federal, state or local tax liability, shall not count against the above limit and shall be available for grants under the Plan. All Share numbers in the Plan reflect the 2-for-1 split of the common stock of the Company effected on May 31, 2006.

(b) The maximum number of Shares with respect to which Incentive Stock Options may be granted to a Participant during a calendar year is 500,000.

(c) The maximum number of Shares with respect to which Options may be granted to a Participant during a calendar year is 500,000.

(d) The maximum number of Shares that may be issued to any Participant pursuant to any Performance Award during the term of the Plan shall be 400,000.

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(e) The maximum amount of cash that may be paid to any Participant pursuant to any Performance Award during any calendar year shall be \$5,000,000.

Section 1.4. *Awards Under the Plan.*

(a) Only Eligible Persons may receive awards under the Plan. Awards to Eligible Persons may be in the form of (i) Options; (ii) shares of Restricted Stock; (iii) Performance Awards; or (iv) any combination of the foregoing. No Award shall confer on any person any right to continue as an employee of the Company or any Subsidiary.

(b) Each Award shall be evidenced by an agreement containing any terms deemed necessary or desirable by the Committee that are not inconsistent with the Plan or applicable law.

ARTICLE II
STOCK OPTIONS

Section 2.1. *Grant of Options.* The Committee may from time to time grant Options to Eligible Persons. Options may be Incentive Stock Options or Nonincentive Stock Options as designated by the Committee on or before the Date of Grant. If no such designation is made by the Committee for an Option, the Option shall be a Nonincentive Stock Option. The aggregate Fair Market Value (determined as of the Date of Grant) of the Shares with respect to which Incentive Stock Options are exercisable for the first time by an Optionee during any calendar year under the Plan and all such plans of the Company and any parent or subsidiary of the Company (as defined in Section 424 of the Code) shall not exceed \$100,000.

Section 2.2. *Exercise Price.* The exercise price per Share for any Option shall be determined by the Committee, but shall not be less than the Fair Market Value on the Date of Grant and shall not be less than 110% of the Fair Market Value on the Date of Grant for any Incentive Stock Option if the Optionee is a person who owns directly or indirectly (within the meaning of Section 422(b)(6) of the Code) stock possessing more than 10% of the total combined voting power of all classes of stock of the Company.

Section 2.3. *Term of Option.* The term of an Option shall be determined by the Committee, provided that, in the case of an Incentive Stock Option, if the grant is to a person who owns directly or indirectly (within the meaning of Section 422(b)(6) of the Code) stock possessing more than 10% of the total combined voting power of all classes of stock of the Company, the term of the Option shall not exceed five years from the Date of Grant. Notwithstanding any other provision of this Plan, no Option shall be exercised after the expiration of its term.

Section 2.4. *Vesting.* Options shall be exercisable at such times and subject to such terms and conditions as the Committee shall specify in the option agreement. Unless the option agreement specifies otherwise, the Committee shall have discretion at any time to accelerate such times and otherwise waive or amend any conditions in respect of all or any portion of any Options. Notwithstanding the other provisions of this Section 2.4 and unless otherwise provided in the option agreement, upon the occurrence of a Change in Control, all Options outstanding at the time of the Change in Control shall become immediately exercisable.

Section 2.5. *Termination of Options.*

(a) Except as otherwise provided in the option agreement, the portion of an Option that is exercisable shall automatically and without notice terminate upon the earliest to occur of the following:

- (i) thirty (30) days after the date on which the Optionee ceases to be an Employee for any reason other than (x) death, (y) Disability or (z) termination for cause;
- (ii) one (1) year after the date on which the Optionee ceases to be an Employee as a result of a Disability;
- (iii) either (y) one (1) year after the death of the Optionee or (z) six (6) months after the death of the Optionee if the Optionee dies during the 30-day period described in Section 2.5(a)(i) or the one-year period described in Section 2.5(a)(ii);
- (iv) the date on which the Optionee ceases to be an Employee as a result of a termination for cause; and
- (v) the tenth anniversary of the Date of Grant of the Option.

(b) The portion of an Option that is not exercisable shall automatically and without notice terminate on the date on which the Optionee ceases to be an Employee for any reason.

(c) The Committee shall have discretion at any time to extend the term of any Nonincentive Stock Option to any date that is not later than the date described in Section 2.5(a)(v).

Section 2.6. *Exercise of Options.* An Option may be exercised in whole or in part to the extent exercisable in accordance with Section 2.4 and the option agreement. An Option shall be deemed exercised when (i) the Company has received written notice of such exercise in accordance with the terms of the Option and (ii) full payment of the aggregate exercise price of the Shares as to which the Option is exercised has been made. Unless further limited by the Committee for any Option, the exercise price of any Shares purchased shall be paid solely in cash, by certified or cashier's check, by money order, by personal check or with Shares owned by the Optionee for at least six months, or by a combination of the foregoing. If the exercise price is paid in whole or in part with Shares, the value of the Shares surrendered shall be their Fair Market Value on the date received by the Company.

Section 2.7. *Corporate Transactions.*

(a) In the event of a merger, consolidation or other reorganization of the Company in which the Company is not the surviving entity, the Board or the Committee may provide for payment in cash or in securities of the Company or the surviving entity in lieu of and in complete satisfaction of Options.

(b) Except as otherwise expressly provided herein, the issuance by the Company of shares of its capital stock of any class, or securities convertible into shares of capital stock of any class, either in connection with direct sale or upon the exercise of rights or warrants to subscribe therefor, or upon conversion of shares or obligations of the Company convertible into such shares or other securities, shall not affect, and no adjustment by reason thereof shall be made with respect to, the number of or exercise price of Shares then subject to outstanding Options granted under the Plan.

(c) Without limiting the generality of the foregoing, the existence of outstanding Options granted under the Plan shall not affect in any manner the right or power of the Company to make, authorize or consummate (i) any or all adjustments, recapitalizations, reorganizations or other changes in the Company's capital structure or its business; (ii) any merger or consolidation of the Company; (iii) any issue by the Company of debt securities, or preferred or preference stock that would rank above the Shares subject to outstanding Options; (iv) the dissolution or liquidation of the Company; (v) any sale, transfer or assignment of all or any part of the assets or business of the Company; or (vi) any other corporate act or proceeding, whether of a similar character or otherwise.

Section 2.8. *Issuance of Shares.* No person shall be, or have any of the rights or privileges of, a stockholder of the Company with respect to any of the Shares subject to any Option unless and until such Shares (whether represented by certificates or in book-entry or other electronic form) shall have been issued and delivered to such person.

ARTICLE III RESTRICTED STOCK

Section 3.1. *Grant of Restricted Stock Awards.* The Committee may from time to time grant Restricted Stock Awards to Eligible Persons.

Section 3.2. *Terms and Conditions of Restricted Stock Awards.* Each Restricted Stock Award shall specify the number of shares of Restricted Stock awarded, the price, if any, to be paid by the Participant receiving the Restricted Stock Award, the date or dates on which the Restricted Stock will vest and any other terms and conditions that the Committee may determine. The vesting and number of shares of Restricted Stock may be conditioned upon the completion of a specified period of service with the Company or its Subsidiaries or upon the attainment of any performance goals established by the Committee, including without limitation goals related to the performance of the Company or any Subsidiary, division, department or other unit of the Company, the performance of the Company's common stock or other securities, the performance of the recipient of the Restricted Stock Award or any combination of the foregoing.

Section 3.3. *Restrictions on Transfer.* Unless otherwise provided in the grant relating to a Restricted Stock Award, the Restricted Stock granted to a Participant (whether represented by certificates or in book-entry or other electronic form) shall be registered in the Participant's name or, at the option of the Committee, not issued until such time as the Restricted Stock shall become vested or as otherwise determined by the Committee. If certificates are issued prior to the shares of Restricted Stock becoming vested, such certificates shall either be held by the Company on behalf of the Participant, or delivered to the Participant bearing a legend to restrict transfer of the certificate until the Restricted Stock has vested, as determined by the Committee. The Committee shall determine whether the Participant shall have the right to vote and/or receive dividends on the Restricted Stock before it has vested. Except as may otherwise be expressly permitted by the Committee, no share of Restricted Stock may be sold, transferred, assigned or pledged by the Participant until such share has vested in accordance with the terms of the Restricted Stock Award. Unless the grant of a Restricted Stock Award specifies otherwise, in the event that a Participant ceases to be an Employee before all the Participant's Restricted Stock has vested, or in the event other conditions to the vesting of Restricted Stock have not been satisfied prior to any deadline for the satisfaction of such conditions set forth in the award agreement, the shares of Restricted Stock that have not vested shall be forfeited and any purchase price paid by the Participant for the forfeited Shares shall be returned to the Participant. At the time Restricted Stock vests (and, if the Participant has been issued legended certificates for Restricted Stock, upon the return of such certificates to the Company), such vested shares shall be issued to the Participant (or the beneficiary designated by the Participant in the event of death), in certificated or book entry or other electronic form, free of all restrictions.

Section 3.4. *Accelerated Vesting.* Notwithstanding the vesting conditions set forth in a Restricted Stock Award, unless the Restricted Stock Award grant or other agreement with the Participant specifies otherwise:

(a) the Committee may in its discretion at any time accelerate the vesting of Restricted Stock or otherwise waive or amend any conditions of a grant of a Restricted Stock Award, and

(b) all shares of Restricted Stock shall vest upon a Change in Control of the Company.

Section 3.5. *Section 83(b) Election.* If a Participant receives Restricted Stock that is subject to a “substantial risk of forfeiture,” such Participant may elect under Section 83(b) of the Code to include in his or her gross income, for the taxable year in which the Restricted Stock is received, the excess of the Fair Market Value of such Restricted Stock on the Date of Grant (determined without regard to any restriction other than one which by its terms will never lapse), over the amount paid for the Restricted Stock. If the Participant makes the Section 83(b) election, the Participant shall (a) make such election in a manner that is satisfactory to the Committee, (b) provide the Company with a copy of such election, (c) agree to notify the Company promptly if any Internal Revenue Service or state tax agent, on audit or otherwise, questions the validity or correctness of such election or of the amount of income reportable on account of such election and (d) agree to such federal and state income tax withholding as the Committee may reasonably require in its sole discretion.

ARTICLE IV PERFORMANCE AWARDS

Section 4.1. *Terms and Conditions of Performance Awards.* The Committee may from time to time grant Awards that are intended to be “performance-based compensation,” which are payable in stock, cash or a combination thereof, at the discretion of the Committee.

(a) *Performance Period.* The Committee shall establish a Performance Period for each Performance Award at the time such Performance Award is granted. A Performance Period may overlap with Performance Periods relating to other Performance Awards granted hereunder to the same Participant. The Committee shall not grant Performance Awards to Section 162(m) Participants after the earliest to occur of (i) the 90th day after the start of the Performance Period, (ii) the date on which 25% of the Performance Period has elapsed or (iii) the date on which the satisfaction of the Performance Objectives becomes substantially certain.

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(b) Performance Objectives. The Committee shall establish written performance objectives for the Participant at the time of the grant of each Performance Award. Each Performance Award shall be contingent upon the achievement of the Performance Objectives established by the Committee. Performance Objectives shall be based on earnings, cash flow, economic value added, total stockholder return, return on equity, return on capital, return on assets, revenues, operating profit, EBITDA, net profit, earnings per share, stock price, cost reduction goals, debt to capital ratio, financial return ratios, profit or operating margins, working capital or any combination of the foregoing, for the Company on a consolidated basis or, if applicable, for one or more Subsidiaries, divisions, departments or other units of the Company or one or more of its Subsidiaries.

(c) Amount; Frequency. The Committee shall determine at the time of grant of Performance Awards the target and maximum values of Performance Awards and the date or dates when Performance Awards are earned.

(d) Payment. Following the end of each Performance Period, the holder of each Performance Award will be entitled to receive payment of an amount, not exceeding the maximum value of the Performance Award, based on the achievement of the Performance Objectives for such Performance Period, as determined in writing by the Committee. Unless otherwise provided in the Performance Award, if the Participant exceeds the specified minimum level of acceptable achievement but does not attain the Performance Objectives, the Participant shall be deemed to have partly earned the Performance Award, and shall become entitled to receive a portion of the total award, as determined by the Committee. Unless otherwise provided in the Performance Award, if a Performance Award is granted after the start of a Performance Period, the Performance Award shall be reduced to reflect the portion of the Performance Period during which the Performance Award was in effect.

(e) Termination of Employment. Unless otherwise provided in the Performance Award, a Participant who receives a Performance Award and who ceases to be an Employee as a result of death, Disability or retirement before the end of the applicable Performance Period shall be entitled to receive, to the extent earned as a result of the full or partial achievement of the Performance Objectives during the Performance Period, a portion of the Performance Award that is proportional to the portion of the Performance Period during which the Participant was employed, with payment to be made following the end of the Performance Period. Unless otherwise provided in the Performance Award, a Participant who receives a Performance Award who ceases to be an Employee for any reason other than death, Disability or retirement shall not be entitled to any part of the Performance Award.

(f) Accelerated Vesting. Notwithstanding the vesting conditions set forth in a Performance Award, unless the Performance Award specifies otherwise (i) the Committee may in its discretion at any time accelerate the time at which the Performance Award is considered to have been earned or otherwise waive or amend any conditions (including but not limited to Performance Objectives) in respect of a Performance Award, and (ii) all Performance Awards shall be considered earned upon a Change in Control of the Company. In addition, upon a Change in Control of the Company, unless a Performance Award specifies otherwise, each Participant shall receive the target Performance Award such Participant could have earned for the proportionate part of the Performance Period prior to the Change in Control, and shall retain the right to earn any additional portion of his or her Performance Award if such Participant remains in the Company's employ through the end of the Performance Period.

(g) Stockholder Rights. The holder of a Performance Award shall, as such, have none of the rights of a stockholder of the Company.

(h) Annual Incentive Plan. Cash awards based on the attainment of the performance objectives established under the Company's Annual Incentive Plan may, in the Committee's discretion, be considered Performance Awards granted under the Plan, provided that such awards are subject to the terms and conditions of this Article IV.

ARTICLE V
ADDITIONAL PROVISIONS

Section 5.1. *Administration of the Plan.* The Plan shall be administered by the Committee. The Committee shall have the authority to interpret the provisions of the Plan, to adopt such rules and regulations for carrying out the Plan as it may deem advisable, to decide conclusively all questions arising with respect to the Plan, to establish performance criteria in respect of Awards under the Plan, to determine whether Plan requirements have been met for any Participant in the Plan and to make all other determinations and take all other actions necessary or desirable for the administration of the Plan. All decisions and acts of the Committee shall be final and binding upon all affected Participants. If there is no Committee, the Board shall administer the Plan and in such case all references to the Committee shall be deemed to be references to the Board.

Section 5.2. *Adjustments for Changes in Capitalization.* In the event of any (a) stock dividends, stock splits, recapitalizations, combinations, exchanges of shares, mergers, consolidations, liquidations, split-ups, split-offs, spin-offs or other similar changes in capitalization, (b) distributions to stockholders, including a rights offering, other than regular cash dividends, (c) changes in the outstanding stock of the Company by reason of any increase or decrease in the number of issued Shares resulting from a split-up or consolidation of Shares or any similar capital adjustment or the payment of any stock dividend, (d) Share repurchase at a price in excess of the market price of the Shares at the time such repurchase is announced or (e) other similar increase or decrease in the number of the Shares, the Committee, in its sole discretion, shall make appropriate adjustment in the number and kind of shares authorized by the Plan in the number, price or kind of shares covered by the Awards and in any outstanding Awards under the Plan. In addition, upon the occurrence of any event described in this Section 5.2, the Committee, in its sole discretion, shall make appropriate adjustment in the limits specified in Section 1.3(b), (c) and (d) so that the effect of such limits is, as nearly as practicable, equivalent to the effect of such limits prior to the event in question, provided that any such adjustment complies with applicable laws and does not cause an award that is intended to satisfy the performance-based compensation exception under Section 162(m) of the Code to fail to satisfy the exception. In the event of any adjustment in the number of Shares covered by any Award, any fractional Shares resulting from such adjustment shall be disregarded and each such Award shall cover only the number of full Shares resulting from such adjustment.

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Section 5.3. *Amendment.*

(a) The Board may amend or modify the Plan in any respect at any time, subject to stockholder approval if required by applicable law or regulation or by applicable stock exchange rules. Such action shall not impair any of the rights of any Participant with respect to any Award outstanding on the date of the amendment or modification without the Participant's written consent.

(b) The Committee shall have the authority to amend any Award to include any provision which, at the time of such amendment, is authorized under the terms of the Plan; however, no outstanding Award may be revoked or altered in a manner unfavorable to the Participant without the written consent of the Participant.

Section 5.4. *Transferability of Awards.* An Award shall not be transferable by the Participant otherwise than by will or the laws of descent and distribution. So long as a Participant lives, only such Participant or his or her guardian or legal representative shall have the right to exercise such Award.

Section 5.5. *Beneficiary.* A Participant may file with the Company a written designation of beneficiary, on such form as may be prescribed by the Committee, to receive any Shares, Awards or payments that become deliverable to the Participant pursuant to the Plan after the Participant's death. A Participant may, from time to time, amend or revoke a designation of beneficiary. If no designated beneficiary survives the Participant, the executor or administrator of the Participant's estate shall be deemed to be the Participant's beneficiary.

Section 5.6. *Non-uniform Determinations.* Determinations by the Committee under the Plan (including, without limitation, determinations of the Eligible Persons to receive Awards, the form, amount and timing of Awards, the terms and provisions of Awards and the agreements evidencing Awards and provisions with respect to termination of employment) need not be uniform and may be made by the Committee selectively among persons who receive, or are eligible to receive, Awards under the Plan, whether or not such persons are similarly situated.

Section 5.7. *Duration and Termination.* The Plan shall be of unlimited duration, provided that no Incentive Stock Option shall be granted under the Plan on or after the tenth anniversary of the effective date of the Plan. The Board may suspend, discontinue or terminate the Plan at any time. Such action shall not impair any of the rights of any holder of any Award outstanding on the date of the Plan's suspension, discontinuance or termination without the holder's written consent.

Section 5.8. *Withholding.* Prior to the issuance of any Shares under the Plan, arrangements satisfactory to the Committee in its sole discretion shall have been made for the Participant's payment to the Company of the amount, if any, that the Committee determines to be necessary for the Company or Subsidiary employing the Participant to withhold in accordance with applicable federal or state income tax withholding requirements. If the Committee allows Shares to be withheld from an Award to satisfy such withholding requirements, the amount withheld in Shares shall not exceed the minimum amount required to be withheld, determined on the date that the amount of tax to be withheld is to be determined. When payments under the Plan are made in cash, such payments shall be net of an amount sufficient to satisfy such withholding requirements.

Section 5.9. *Agreements and Undertakings.* As a condition of any issuance or transfer of Shares, the Committee may obtain such agreements or undertakings, if any, as it may deem necessary or advisable to assure compliance with any provision of the Plan, any agreement or any law or regulation including, but not limited to, the following:

(a) a representation, warranty or agreement by the Participant to the Company that the Participant is acquiring the Shares for investment and not with a view to, or for sale in connection with, the distribution of any such Shares; and

(b) a representation, warranty or agreement to be bound by any restrictions that are, in the opinion of the Committee, necessary or appropriate to comply with the provisions of any securities law deemed by the Committee to be applicable to the issuance of the Shares.

Section 5.10. *Uncertificated Shares.* In lieu of issuing stock certificates for Shares acquired pursuant to the Plan, the Company may issue such Shares in book-entry or other electronic or uncertificated form, unless prohibited by applicable law or regulation or by applicable stock exchange rules.

Section 5.11. *Governing Law.* The Plan shall be governed by the laws of the State of Texas except to the extent that federal law or Nevada corporate law is controlling.

Section 5.12. *Effective Date.* The Plan amends and restates the Existing Plan in its entirety, effective July 28, 2015.

Kirby Corporation—2005 Stock and Incentive Plan

KIRBY CORPORATION

Nonemployee Director Compensation Program

Annual Director Fee

1. Each director will receive an annual fee of \$75,000, payable in four equal quarterly payments to be made at the end of each calendar quarter, unless the director elects to receive (a) a stock option for shares of Kirby common stock or (b) restricted shares of Kirby common stock, in lieu of all or part of the cash fee. The fee will be prorated for any director elected between annual stockholder meetings.

2. The election to receive a stock option or restricted stock in lieu of director fees will be made annually. Except as provided in the next sentence, any director who elects to receive a stock option or restricted stock in lieu of all or part of the annual fee for the year following any annual meeting of stockholders must give written notice of that election to Kirby no later than the December 31 preceding such annual meeting. A newly elected director must give written notice of his or her election to receive a stock option or restricted stock in lieu of all or part of the annual fee no later than 30 days after the date of his or her first election as a director.

3. The stock option shall be issued on the following terms:

(a) The number of shares of stock subject to the option will be equal to (i) the portion of the annual fee that a director elects to receive in the form of a stock option divided by (ii) the fair market value of a share of stock on the date of grant multiplied by (iii) 3, with the result then rounded to the nearest whole share.

(b) The exercise price per share will be the fair market value on the date of grant. The fair market value of a share of stock means the closing price on the New York Stock Exchange on the date of reference.

(c) The option will vest one-fourth on the first quarterly payment date, one-fourth on the second quarterly payment date, one-fourth on the third quarterly payment date and one-fourth on the fourth quarterly payment date or, in the case of a director elected between annual stockholder meetings, in equal parts on the remaining quarterly payment dates prior to the first anniversary of the most recent annual meeting of stockholders.

(d) The option will be subject to the terms of the plan under which it is issued, including without limitation provisions relating to vesting, exercise, termination and transferability.

4. The restricted stock shall be issued on the following terms:

(a) The number of shares of restricted stock will be equal to (i) the portion of the annual fee that a director elects to receive in the form of restricted stock divided by (ii) the fair market value of a share of stock on the date of grant multiplied by (iii) 1.2, with the result then rounded to the nearest whole share.

(b) The fair market value of a share of stock means the closing price on the New York Stock Exchange on the date of reference.

(c) The restricted stock will vest one-fourth on the first quarterly payment date, one-fourth on the second quarterly payment date, one-fourth on the third quarterly payment date and one-fourth on the fourth quarterly payment date or, in the case of a director elected between annual stockholder meetings, in equal parts on the remaining quarterly payment dates prior to the first anniversary of the most recent annual meeting of stockholders.

(d) The restricted stock will be subject to the terms of the plan under which it is issued, including without limitation provisions relating to vesting and transferability.

5. Except as provided in the next sentence, the date of grant of an option or restricted stock granted in lieu of the annual fee means the second business day after Kirby's first quarter earnings conference call following the election by the director to receive the fee in the form of a stock option or restricted stock instead of cash. For a newly elected director, the date of grant means the date of his or her election to receive a stock option or restricted stock in lieu of cash fees.

6. The quarterly payment of cash fees and vesting of stock options and restricted stock are contingent on a director's continuing to serve in that capacity on each such quarterly payment or vesting date.

Annual Committee Chairman and Presiding Director Fees

1. The Chairman of the Audit Committee will receive an annual fee of \$20,000. The Chairman of the Compensation Committee will receive an annual fee of \$15,000. The Chairman of the Governance Committee will receive an annual fee of \$10,000. The director selected to be the presiding director at executive sessions of non-management directors will receive an annual fee of \$20,000. In addition, each director will receive an annual fee of \$7,500 for each committee of the board on which he or she serves. All of such fees will be payable in four equal quarterly payments to be made at the end of each calendar quarter. The committee chairman, presiding director and committee member fees will be prorated for any director who is elected to such position between annual meetings of the board of directors.

2. The quarterly payment of the committee chairman, presiding director and committee member fees is contingent on a director's continuing to serve in such position on each such quarterly payment date.

Meeting Fees

1. Each director will receive a fee of \$3,000 for each board meeting attended, in person or by telephone, in excess of 6 meetings in any one calendar year.
2. Each member of a committee of the board will receive a fee of \$3,000 for each committee meeting attended, in person or by telephone, in excess of 10 meetings in any one calendar year in the case of the Audit Committee, in excess of 8 meetings in any one calendar year in the case of the Compensation Committee and in excess of 8 meetings in any one calendar year in the case of the Governance Committee.

Automatic Restricted Stock Grants

1. Each director will receive \$167,500 in value of restricted shares of Kirby common stock following each annual meeting of stockholders, except that a director elected between annual stockholder meetings will receive a prorated dollar value of restricted stock for the year in which he or she is first elected.
2. The restricted stock shall be issued on the following terms:
 - (a) The number of shares of restricted stock will be equal to (i) the dollar value divided by (ii) the fair market value of a share of stock on the date of grant multiplied by (iii) 1.2, with the result then rounded to the nearest whole share.
 - (b) The fair market value of a share of stock means the closing price on the New York Stock Exchange on the date of grant, which shall be the second business day after Kirby's first quarter earnings conference call, except that for a director elected between annual stockholder meetings, the date of grant for the initial prorated grant shall be determined as follows:
 - (i) If the director is elected at a regular quarterly meeting of the Board of Directors, the date of grant shall be the second business day after Kirby's earnings conference call for the immediately preceding quarter.
 - (ii) If the director is elected at any other time, the date of grant shall be the date of his or her election.
 - (c) The restricted stock will vest six months after the date of grant.
 - (d) The restricted stock will be subject to the terms of the plan under which it is issued, including without limitation provisions relating to vesting and transferability.

Discretionary Stock Option and Restricted Stock Grants

1. The Compensation Committee or the Board of Directors, as applicable, may, in its discretion, grant options and restricted stock to directors as permitted by and subject to the terms of the plan under which such grants are issued, including without limitation provisions relating to vesting, exercise, termination and transferability.
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General

1. This compensation program may be amended, modified or terminated by the board at any time.
 2. This compensation program applies only to directors of Kirby who are not employees of Kirby or any of its subsidiaries.
 3. This compensation program is effective April 28, 2015 and amends and restates in its entirety the Nonemployee Director Compensation Program previously in effect.
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Certification of Chief Executive Officer

In connection with the filing of the Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 by Kirby Corporation, David W. Grzebinski certifies that:

1. I have reviewed this report on Form 10-Q of Kirby Corporation (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

/S/ DAVID W. GRZEBINSKI

David W. Grzebinski
President and Chief Executive Officer

Dated: August 7, 2015

Certification of Chief Financial Officer

In connection with the filing of the Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 by Kirby Corporation, C. Andrew Smith certifies that:

1. I have reviewed this report on Form 10-Q of Kirby Corporation (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

/S/ C. ANDREW SMITH

C. Andrew Smith
*Executive Vice President and
Chief Financial Officer*

Dated: August 7, 2015

Certification Pursuant to Section 18 U.S.C. Section 1350

In connection with the filing of the Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 (the "Report") by Kirby Corporation (the "Company"), each of the undersigned hereby certifies that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/S/ DAVID W. GRZEBINSKI

David W. Grzebinski
President and Chief Executive Officer

/S/ C. ANDREW SMITH

C. Andrew Smith
*Executive Vice President and
Chief Financial Officer*

Dated: August 7, 2015
