

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Waterman William M.</u> (Last) (First) (Middle) 454 CANTITOE STREET (Street) BEDFORD NY 10506 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KIRBY CORP [KEX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/12/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/14/2014</u>		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.10 per share	03/12/2014		S		50,000	D	\$103.596 ⁽¹⁾	246,805	I ⁽²⁾	Trust ⁽³⁾
Common Stock, par value \$.10 per share	03/13/2014		S		29,793	D	\$103.804 ⁽⁴⁾	217,012	I ⁽²⁾	Trust ⁽³⁾
Common Stock, par value \$.10 per share								151,001	D ⁽²⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- The reported price is the weighted average sales price. The sales were at prices ranging from \$102.3925 to \$104.05 per share. The reporting person will provide, upon request by the Commission staff, full information regarding the number of shares sold at each separate price.
- Original Form 4 filed on 03/14/14 erroneously reported stock sales from Direct shares. Shares were sold from Indirect shares held by a grantor retained annuity trust for the benefit of the reporting person and, following the expiration of the two-year annuity term, for the benefit of the wife of the reporting person and his two adult children.
- Shares are held by a grantor retained annuity trust for the benefit of the reporting person and, following the expiration of the two-year annuity term, for the benefit of the wife of the reporting person and his two adult children.
- The reported price is the weighted average sales price. The sales were at prices ranging from \$103 to \$104.485 per share. The reporting person will provide, upon request by the Commission staff, full information regarding the number of shares sold at each separate price.

Remarks:

G. Stephen Holcomb, Agent and Attorney-in-fact 03/17/2014

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.