

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Grzebinski David W</u>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>55 WAUGH DRIVE, SUITE 1000</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>HOUSTON TX 77007</u>								
(City) (State) (Zip)								

**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	02/01/2019		G	V	1,500	D	\$0	67,914	D	
Common Stock, par value \$.10 per share	02/05/2019		M		8,052	A	\$65.28	75,966	D	
Common Stock, par value \$.10 per share	02/05/2019		S		8,052	D	\$75.2427 <sup>(1)</sup>	67,914	D	

**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						Title
Restricted Stock Units	(2)	02/01/2019		A		17,855		(3)	(3)	Common Stock	17,855	\$0	17,855	D	
Employee Stock Option (Right to Buy)	\$73.93	02/01/2019		A		29,451		(4)	02/01/2026	Common Stock	29,451	\$0	29,451	D	
Employee Stock Option (Right to Buy)	\$65.28	02/05/2019		M		8,052		02/15/2015	02/15/2019	Common Stock	8,052	\$0	0	D	

**Explanation of Responses:**

- The reported price is the weighted average sales price. The sales were at prices ranging from \$75.12 to \$75.32 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.
- Each restricted stock unit represents a contingent right to receive cash or one share of common stock of the issuer.
- The restricted stock units vest in five equal annual installments beginning on January 24, 2020. Cash or shares of common stock of the issuer, at the election of the issuer, will be delivered to the reporting person on or as soon as practicable after the vesting dates.
- Option is exercisable 33% after one year, 67% after two years and 100% after three years from the date of grant.

Ronald A. Dragg, Agent and Attorney-in-Fact      02/05/2019  
 \*\* 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.