

**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
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1. Name and Address of Reporting Person* <b>GOWER BOB G</b>			2. Issuer Name and Ticker or Trading Symbol <b>KIRBY CORP [ KEX ]</b>		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)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/07/2012</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
<b>402 TIMBERWILDE</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) <b>HOUSTON TX 77024</b>						
(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	02/08/2012		M		6,000	A	\$35.165	49,922	D	
Common Stock, par value \$.10 per share	02/08/2012		M		6,000	A	\$36.82	55,922	D	
Common Stock, par value \$.10 per share	02/08/2012		M		2,433	A	\$29.6	58,355	D	
Common Stock, par value \$.10 per share	02/07/2012		S		14,433	D	\$66.99 <sup>(1)</sup>	43,922	D	
Common Stock, par value \$.10 per share	02/09/2012		M		800	A	\$29.6	44,722	D	
Common Stock, par value \$.10 per share	02/08/2012		S		800	D	\$66.9531 <sup>(2)</sup>	43,922	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
Director Stock Option (Right to Buy)	\$35.165	02/08/2012		M		6,000		10/25/2006	04/25/2016	Common Stock	6,000	\$35.165	0	D	
Director Stock Option (Right to Buy)	\$36.82	02/08/2012		M		6,000		10/24/2007	04/24/2017	Common Stock	6,000	\$36.82	0	D	
Director Stock Option (Right to Buy)	\$29.6	02/08/2012		M		2,433		03/31/2010	04/28/2019	Common Stock	2,433	\$29.6	0	D	
Director Stock Option (Right to Buy)	\$29.6	02/09/2012		M		800		10/28/2009	04/28/2019	Common Stock	800	\$29.6	5,200	D	

**Explanation of Responses:**

- The reported price is the weighted average sales price. The sales were at prices ranging from \$66.70 to \$67.29 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.
- The reported price is the weighted average sales price. The sales were at prices ranging from \$66.795 to \$67.02 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 02/09/2012

\*\* 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.**