

SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

APPLICATION FOR WITHDRAWAL FROM LISTING OF SECURITIES  
 PURSUANT TO SECTION 12(d) OF THE  
 SECURITIES EXCHANGE ACT OF 1934

KIRBY CORPORATION  
 (Exact name of registrant as specified in its charter)

Nevada  
 (State of incorporation  
 or organization)

74-1884980  
 (I.R.S. Employer  
 Identification No.)

1775 St. James Place, Suite 300  
 Houston, Texas  
 (Address of principal executive offices)

77056  
 (Zip Code)

Securities to be withdrawn pursuant to Section 12(d) of the Act:

Title of each class to be so withdrawn	Name of each exchange on which each class is to be withdrawn
Common Stock, \$0.10 par value per share	American Stock Exchange, Inc.

CORPDAL:55492.1 13085-00001

The \$0.10 par value common stock of the Registrant has been listed for trading on the American Stock Exchange, Inc. ("AMEX") and, pursuant to a Registration Statement on Form 8-A which became effective on or about October 4, 1996, the New York Stock Exchange, Inc. ("NYSE"). Trading in the Registrant's common stock on the NYSE commenced at the opening of business on October 15, 1996, and concurrently therewith such stock was suspended from trading on the AMEX.

The Registrant has complied with Rule 18 of the AMEX by filing with the AMEX a certified copy of preambles and resolutions adopted by the Registrant's Board of Directors authorizing the withdrawal of its common stock from listing on the AMEX and by setting forth in detail to the AMEX the reason for such proposed withdrawal, and the facts in support thereof. In making the decision to withdraw its common stock from listing on the AMEX, the Registrant considered the direct and indirect costs and expenses attendant on maintaining the dual listing of its common stock on the NYSE and the AMEX. The Registrant does not see any particular advantage in the dual trading of its stock and believes that dual listing would fragment the market for its common stock. A certified copy of the preambles and resolutions adopted by Registrant's Board of Directors is set forth as Exhibit A to this Application.

The AMEX has informed the Registrant that it has no objection to the withdrawal of the Registrant's common stock from listing on the AMEX. A copy of the letter dated September 24, 1996, from the AMEX to Registrant to that effect is set forth as Exhibit B to this application.

This Application relates solely to the withdrawal from listing of the Registrant's common stock from the AMEX and shall have no effect upon the continued listing of such common stock on the NYSE.

By reason of Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Act"), and the rules and regulations of the Securities and Exchange Commission ("SEC") thereunder, the Registrant shall continue to be obligated to file reports under Section 13 of the Act with the SEC and the NYSE.



SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Application to be signed on its behalf by the undersigned thereunto duly authorized.

KIRBY CORPORATION

By /s/ G. Stephen Holcomb  
G. Stephen Holcomb,  
Vice President and Controller

Dated: October 23, 1996

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INDEX TO EXHIBITS

Exhibit	Description
A	Certified Resolution of Board of Directors of Registrant
B	"No Objection" Letter dated September 24, 1996, from the American Stock Exchange, Inc.

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EXHIBIT A

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EXHIBIT A

CORPORATION RESOLUTIONS

I, HENRY GILCHRIST, do hereby certify that I am the duly elected and qualified Secretary of Kirby Corporation, a Nevada corporation (the "Company"), and that the following is a true and correct copy of certain resolutions duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with the law and the Bylaws of said Company on July 16, 1996, and that such resolutions are now in full force and effect:

WHEREAS, the Company's common stock, \$0.10 par value (the "Common Stock") is currently listed and trading on the American Stock Exchange ("AMEX"); and

WHEREAS, the Company desires to broaden the trading base for its Common Stock, desires to make the Common Stock available to additional institutional investors, desires to afford the greatest liquidity for its stockholders, desires to enhance the execution of block trades, desires to enhance the visibility of the Corporation in the financial community and desires a presence on the Stock Exchange on which shares of corporations of similar size and financial strength are traded; and

WHEREAS, the Board of Directors of the Company has determined that it is in the best interests of the Company to list the Common Stock and cause it to be admitted to trading on the New York Stock Exchange ("NYSE").

NOW, THEREFORE, BE IT RESOLVED, that all officers of the Company be and each hereby is authorized and directed to take, or cause to be taken, all actions necessary or advisable to effect the listing and trading of the Common Stock on NYSE, including the preparation, execution and filing of all necessary applications, documents, forms and agreements with NYSE and the Securities and Exchange Commission (the "SEC"), the payment by the Company of filing, listing or application fees, the preparation of temporary and permanent certificates for the Common Stock, and the appearance of any such officer before NYSE officers.

RESOLVED FURTHER, that, in order to avoid the direct and indirect costs and the division of the market resulting from dual listing on AMEX and NYSE, all officers of the Company be and each hereby is authorized and directed to take or cause to be taken all actions necessary or advisable to delist and suspend the trading of the Common Stock on AMEX upon the admission of the Common Stock to trading on NYSE, including the preparation, execution and delivery of applications, documents, forms and agreement with AMEX and the SEC.

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RESOLVED FURTHER, that the transfer agent and registrar for the Common Stock continue to be Boston EquiServe (Bank of Boston) or other transfer agent and registrar designated by the Company and approved by NYSE.

RESOLVED FURTHER, that all officers of the Company be and each hereby is authorized from time to time to do, or cause to be done, all such other acts and things and to execute and deliver all such instruments and documents, as each such officer shall deem necessary or appropriate to cause the Company to become listed and admitted to trading on NYSE and, upon such admission to trading, to cause the Company to be delisted on AMEX and otherwise to carry out the purpose and intent of the foregoing resolutions.

RESOLVED FURTHER, that all actions taken and expenses incurred by any officer or director heretofore in furtherance of any of the actions authorized by the foregoing resolutions hereby are expressly ratified, confirmed, adopted and approved.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Company to be hereunto affixed, this 23rd day of October, 1996.

(Seal)

/s/ Henry Gilchrist  
Henry Gilchrist, Secretary

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EXHIBIT B

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86 Trinity Place  
New York, New York 10006-1881  
Tel.: 212 306-1432  
Fax: 212 306-2045

EXHIBIT B

Michael S. Emen  
Vice President & Counsel - Securities  
Legal & Regulatory Policy Division

American  
Stock Exchange

September 24, 1996

Mr. J. H. Pyne  
President  
Kirby Corporation  
1775 St. James Place  
Suite 300  
Houston, Texas 77251

Dear Mr. Pyne:

We have reviewed a copy of the resolution adopted by the Board of Directors of Kirby Corporation on July 16, 1996 which authorizes the withdrawal of the Company's Common Stock from listing and registration on the Exchange. On the basis of that resolution, we have determined not to interpose an objection to your filing an application with the Securities and Exchange Commission to remove the Company's Common Stock from listing on the Amex. As provided by SEC Rule 12d2-2, a copy of this application should be sent to the attention of Charles Stevens at the Exchange.

We also wish to advise that in view of the Company's pending listing on the New York Stock Exchange, we will not require the Company to give its stockholders prior notice of its intention to file such application.

Should you have any further questions regarding this matter, please do not hesitate to contact Mr. Stevens at (212) 306-1480.

Sincerely,

/s/ Michael S. Emen

MSE/rg

AMEX

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