FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average b	urden								

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 hours per response: 0.5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

nd Address of	*																		
1. Name and Address of Reporting Person*  LAWRENCE CHARLES BERDON						2. Issuer Name <b>and</b> Ticker or Trading Symbol  KIRBY CORP [ KEX ]								Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director X 10% Owner					
(Last) (First) (Middle) 55 WAUGH DRIVE SUITE 1000					3. Date of Earliest Transaction (Month/Day/Year) 07/13/2004								X	belov	w) ``	belov	(specify /)		
(Street) HOUSTON TX 77007  (City) (State) (Zip)							4. If Amendment, Date of Original Filed (Month/Day/Year)												
	Tab	le I - N	on-Deriv	ative	Secu	ıritie	s Ac	quire	d, Di	sposed o	f, or E	Benefi	cially	Owne	ed				
Date					Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a			and 5) Secur Benef Owne		ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
						Code	v	Amount	(A) o	Price		Trans	action(s)		(Instr. 4)				
Common Stock, par value \$.10 per share 07/13/20							004 07/13/2004			5,947	D	\$38	\$38.4002 1		921,598	D			
Common Stock, par value \$.10 per share 07/14/20					04 07/14/2004		S		27,900	D	\$38	38.4022 1,		393,698	D				
Common Stock, par value \$.10 per share														5	06,302	I	Trusts <sup>(1)</sup>		
Common Stock, par value \$.10 per share															2,874	I	401(k) Plan		
	Ta	able II -												wned			•		
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution I				tr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Da		ate	Amour or Number of		Deriv Secu (Inst	ivative urity tr. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
	(FUGH DRIVE 1000) ON T. (S Security (Ins Stock, par Stock, par Stock, par Stock, par Stock, par	(First)  JGH DRIVE  1000  ON TX  (State)  Tab  Security (Instr. 3)  Stock, par value \$.10 per slands a Stock, par value \$	(First) (Middle)  JGH DRIVE  1000  ON TX 77007  (State) (Zip)  Table I - N  Security (Instr. 3)  Security (Instr. 3)  Stock, par value \$.10 per share  Table II at the content of	(First) (Middle)  JGH DRIVE  1000  ON TX 77007  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3) 2. Transact Date (Month/Date (Month/Date)  1 Stock, par value \$.10 per share 07/13/2  1 Stock, par value \$.10 per share 07/14/2  1 Stock, par value \$.10 per share 1 Stock, pa	(First) (Middle)  3. D  GH DRIVE  1000  Table I - Non-Derivative  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock, par value \$.10 per share  1 Stock, par value \$.10 per share  2 Stock, par value \$.10 per share  1 Stock, par value \$.10 per share  2 Table II - Derivative S (e.g., puts, c)  Conversion or Exercise Price of Derivative (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  A Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle)  3. Date of 1 07/13/200  ON TX 77007  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2 Stock, par value \$.10 per share  3 Stock, par value \$.10 per share  4 Stock, par value \$.10 per share  2 Stock, par value \$.10 per share  3 Stock, par value \$.10 per share  4 Stock, par value \$.10 per share  5 Stock, par value \$.10 per share  6 Stock, par value \$.10 per share  7 Stock, par value \$.10 per share  8 Stock, par value \$.10 per share  1 Stock, par value \$.10 per share	(First) (Middle)  (GH DRIVE  1000  Table I - Non-Derivative Securities  (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Stock, par value \$.10 per share  3. Date of Earlies 07/13/2004  4. If Amendment, 2. Deemed Execution I if any (Month/Day 2. Transaction Date (Month/Day/Year)  2. Stock, par value \$.10 per share  3. Transaction Date (e.g., puts, calls, warransaction Date, if any (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Securities (e.g., puts, calls, warransaction Derivative Security  3. Date of Earlies 07/13/2004  4. If Amendment, 2. Deemed Execution I if any (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Nu of Code (Instr. 8)  6. Price of Derivative Securities (e.g., puts, calls, warransaction Derivative Security Acquired	(First) (Middle)  (GH DRIVE 1000)  Table I - Non-Derivative Securities Accurity (Instr. 3)  Security (Instr. 3)  Securities Accurities Acquired (e.g., puts, calls, warrants, (Instr. 3)  Security (Instr. 3)  Security (Instr. 3)  Securities Acquired (e.g., puts, calls, warrants, (Instr. 3)  Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle)  3. Date of Earliest Transaction of O7/13/2004  4. If Amendment, Date of Origin  Table I - Non-Derivative Securities Acquired Execution Date, if any (Month/Day/Year) of Derivative Securities Acquired (e.g., puts, calls, warrants, option of Exercise Price of Derivative Security  Table II - Derivative Securities Acquired, (e.g., puts, calls, warrants, option of Execution Date, if any (Month/Day/Year) of Derivative Securities Acquired, (e.g., puts, calls, warrants, option of Derivative Securities Acquired, (e.g., puts, calls, warrants, option of Derivative Securities Acquired, (e.g., puts, calls, warrants) of Date (Month/Day/Year) of Derivative Securities Acquired, (e.g., puts, calls, warrants) of Date (Month/Day/Year) of Derivative Securities Acquired, (a) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle)  (GH DRIVE  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Dispectation pate, if any (Month/Day/Year)  (Stock, par value \$.10 per share  Stock, par value \$.10 per shar	(First) (Middle)  IGH DRIVE  1000  Table I - Non-Derivative Securities Acquired, Disposed of Execution Date (Month/Day/Year) (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Da	(First) (Middle)  (GH DRIVE  (IOOO  TX 77007  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Earth (Month/Day/Year)  (Stock, par value \$.10 per share  Stock, par value \$.10 per share  Table II - Derivative Securities Acquired, Disposed of, or Better of Execution Date, if any (Month/Day/Year)  Stock, par value \$.10 per share  Table II - Derivative Securities Acquired, Disposed of, or Better of Date (Month/Day/Year)  Stock, par value \$.10 per share  Stock, par value \$.10 per share  Table II - Derivative Securities Acquired, Disposed of, or Better of Date (Month/Day/Year)  Stock, par value \$.10 per share  Stock par value \$.10 per share  Stock par value \$.10	(First) (Middle)  (GH DRIVE  (OOO  TX 77007  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic Place (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 15 and	(First) (Middle)  (First) (Middle)  (GH DRIVE  (ON TX 77007  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  2. Stock, par value \$.10 per share  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Or/13/2004  3. Transaction Code (Instr. 8)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Code V Amount (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Stock, par value \$.10 per share  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Or (E.g., puts, calls, warrants, options, convertible securities)  2. Conversion or Exercise Price of Derivative Securities  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Or (E.g., puts, calls, warrants, options, convertible securities)  2. Conversion Date (Month/Day/Year) (Month/Day/Ye	Concertion   Conversion   Con	(First) (Middle) (GH DRIVE (1000  TX 77007  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Security (Instr. 3)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Form filed by Ome Form filed by O	(First) (Middle) (First) (Middle) (GH DRIVE (Month) (State)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Stock, par value \$.10 per share  O7/13/2004  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  A Director X 10% Officer (give title below Chairman of the Board  Chair		

## **Explanation of Responses:**

## Remarks:

G. Stephen Holcomb, Agent and Attorney-in-Fact

07/15/2004

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.

<sup>1.</sup> These shares are owned by four trusts. Mr. Lawrence is not a beneficiary under any of the trusts, but under the terms of the instruments pursuant to which all four trusts were created, Mr. Lawrence does have the right to reacquire the property constituting the principal of the trusts, including, but not limited to, the shares owned by the trusts by substituting property of equal value therefor.