

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) 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 registered pursuant to Section 12(b) of the Act:

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

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of class)

CORPDAL:54953.1 13085-00001

1

Item 1. Description of Registrant's Securities to be Registered

Under the Restated Articles of Incorporation of Registrant, Kirby Corporation (the "Company"), is authorized to issue 60,000,000 shares of Common Stock, par value \$0.10 per share, and 20,000,000 shares of Preferred Stock, par value \$1.00 per share.

Common Stock

All or any part of the Common Stock may be issued from time to time, without further action by the stockholders and without offering such stock to the stockholders, for such consideration and on such terms and to such person or persons as may be determined by the Board of Directors of the Company.

The Company is not a party to any indenture or agreement restricting payment of dividends on or affecting voting rights of the Common Stock.

Subject to restrictions provided in any future indentures or loan agreements, and subject to the rights of holders of the Preferred Stock, the holders of the Common Stock are entitled to dividends in such amounts as may be declared from time to time by the Board of Directors out of any funds of the Company legally available for such purpose.

The Common Stock has no preemptive, subscription, redemption or conversion rights.

Each outstanding share of Common Stock is entitled to one vote on each matter submitted to a vote of stockholders. Since there is no cumulative voting

with respect to the election of directors, the holders of a majority of the Company's voting securities can elect all members of the Board of Directors, and the holders of the remaining shares cannot elect any directors.

In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Stock will be entitled (after all debts of the Company have been paid and all rights of holders of Preferred Stock satisfied) to share ratably in all assets of the Company available for distribution to holders of Common Stock.

Preferred Stock

The Company has not issued any shares of Preferred Stock at the date hereof and the Company has no present plans to issue any Preferred Stock. The Preferred Stock may be issued from time to time in one or more classes or series with such designations, powers, preferences, rights, qualifications, limitations and restrictions as may be fixed by the Board of Directors of the Company. The Board of Directors of the Company, without obtaining stockholder approval, could issue the Preferred Stock with voting and/or conversion rights. Such an issuance could dilute the voting power of the holders of Common Stock. The issuance of any Preferred Stock by the Company could also be used as an antitakeover measure by the Company without any further action by the stockholders.

CORPDAL:54953.1 13085-00001

Item 2. Exhibits

The securities described herein are to be registered on the New York Stock Exchange, Inc., on which no other securities of the Company are registered. Accordingly, pursuant to Part II to the Instructions as to Exhibits on Form 8-A, the following exhibits are not filed with, or incorporated by reference in, copies of this Registration Statement on Form 8-A filed with the Commission, but are filed as part of this Registration Statement on Form 8-A filed with the New York Stock Exchange, Inc.:

- 1.1 Annual Report of the Company on Form 10-K for the year ended December 31, 1995 (incorporated in Exhibit 6.1 hereto).
- 2.1 Quarterly Report of the Company on Form 10-Q for the quarter ended March 31, 1996.
- 2.2 Quarterly Report of the Company on Form 10-Q for the quarter ended June 30, 1996.
- 3.1 Proxy Statement of the Company, dated March 15, 1996, for the Annual Meeting of Shareholders held April 16, 1996.
- 4.1 Articles of Incorporation of the Company, as amended.
- 4.2 Bylaws of the Company, as amended.
- 4.3 Company 1982 Stock Option Plan.
- 4.4 Company 1989 Employee Stock Option Plan.
- 4.5 Company 1989 Director Stock Option Plan.
- 4.6 Amendment No.1 to the Company 1989 Director Stock Option Plan.
- 4.7 Company 1993 Stock Option for Robert G. Stone, Jr.
- 4.8 Company 1994 Employee Stock Option Plan.
- 4.9 Company 1994 Nonemployee Director Stock Option Plan.
- 5.1 Specimen certificate evidencing Common Stock.
- 6.1 1995 Annual Report of the Company submitted to the Shareholders of the Company.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

KIRBY CORPORATION

By: /s/ G. Stephen Holcomb

G. Stephen Holcomb,
Vice President and Controller

Dated: September 23, 1996

CORPDAL:54953.1 13085-00001

