

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1

to

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

KIRBY CORPORATION

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

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

55 Waugh Drive, Suite 1000
Houston, Texas 77007
(Address of principal executive offices, including zip code)

2001 EMPLOYEE STOCK OPTION PLAN FOR KIRBY CORPORATION

(Full title of the plans)

J. H. Pyne
President
Kirby Corporation
55 Waugh Drive, Suite 1000
Houston, Texas 77007
(Name and address of agent for service)

(713) 435-1000
(Telephone number, including area code, of agent for service)

Copy to:
Thomas G. Adler, Esq.
Jenkins & Gilchrist,
A Professional Corporation
1445 Ross Avenue, Suite 3200
Dallas, Texas 75202

EXPLANATORY NOTE

Kirby Corporation (the "Registrant") has filed a Registration Statement on Form S-8 (Registration No. 333-72592) (the "Registration Statement") which originally registered 1,000,000 shares of common stock, par value \$.10 per share (the "Common Stock"), of the Registrant reserved for issuance pursuant to the

2001 Employee Stock Option Plan for Kirby Corporation (the "Predecessor Plan"). In addition, pursuant to Rule 416 under the Securities Act of 1933, the Registration Statement also covered an indeterminate number of additional shares of the Common Stock issuable pursuant to the exercise of options and/or awards granted or to be granted under the Predecessor Plan to prevent dilution that may result from any future stock splits, stock dividends or similar transactions affecting the Common Stock.

The Registrant adopted the Kirby Corporation 2002 Stock and Incentive Plan (the "Plan") on February 28, 2002, which replaced the Predecessor Plan. No future awards will be made under the Predecessor Plan. This Post-Effective Amendment No. 1 to the Registration Statement is filed to deregister an aggregate of 473,887 shares of Common Stock previously registered that remain available for future grant under the Predecessor Plan. The shares deregistered by this Post-Effective Amendment No. 1 will be registered by a subsequently filed registration statement on Form S-8 for the Plan, and the associated registration fee paid by the Registrant to register shares issuable under the Predecessor Plan on the Registration Statement will be carried forward and applied to the registration fee necessary to register shares issuable under the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on October 23, 2002.

KIRBY CORPORATION

By: /s/ J.H. Pyne

 J. H. Pyne
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment no. 1 to the registration statement has been signed by the following persons in their capacities and on the dates indicated:

Signature -----	Capacity -----	Date ----
* ----- C. Berdon Lawrence	Chairman of the Board and Director of the Corporation	October 23, 2002
/s/ J. H. Pyne ----- J. H. Pyne	President, Director and Principal Executive Officer of the Corporation	October 23, 2002
* ----- Norman W. Nolen	Executive Vice President, Treasurer, Assistant Secretary and Principal Financial Officer of the Corporation	October 23, 2002
* ----- G. Stephen Holcomb	Vice President, Controller, Assistant Secretary and Principal Accounting Officer of the Corporation	October 23, 2002
* ----- C. Sean Day	Director of the Corporation	October 23, 2002

*

Bob G. Gower

Director of the Corporation

October 23, 2002

Walter E. Johnson

Director of the Corporation

October 23, 2002

*

William M. Lamont, Jr.

Director of the Corporation

October 23, 2002

*

George A. Peterkin, Jr.

Director of the Corporation

October 23, 2002

*

Robert G. Stone, Jr.

Director of the Corporation

October 23, 2002

*

Richard C. Webb

Director of the Corporation

October 23, 2002

*By: /s/ J. H. Pyne

J. H. Pyne
Attorney-in-fact