

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Amendment No. 2
to
Schedule 13E-4
Issuer Tender Offer Statement
(Pursuant to Section 13(e)(1) of The Securities Exchange Act of 1934)

Kirby Corporation
(Name of issuer)

Kirby Corporation
(Name of person(s) filing statement)

Common Stock, par value \$0.10 per share
(Title of class of securities)
497266 10 6
(CUSIP number of class of securities)

BRIAN K. HARRINGTON
Senior Vice President
Kirby Corporation
1775 St. James Place, Suite 200
Houston, Texas 77056-3453
(713) 435-1000
(Name, address and telephone number of person authorized to
receive notices and communications on behalf of the
person(s) filing statement)

Copy to:
THOMAS G. ADLER
Jenkins & Gilchrist, a Professional Corporation
1445 Ross Avenue, Suite 3200
Dallas, Texas 75202
(214) 855-4500

February 17, 1998
(Date tender offer first published, sent or given to security holders)

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$73,500,000	\$14,700

* Calculated solely for the purpose of determining the filing fee, based upon the purchase of 3,000,000 share sat the maximum tender offer price per share of \$24.50.

[x] Check box if any part of the fee is offset as provided by Rule 0-11(A)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount previous paid:	\$14,700	Filing party:	Kirby Corporation
Form or Registration No.:	Schedule 13E-4	Date Filed:	February 17, 1998

This Amendment No. 2 amends and supplements the Issuer Tender Offer Statement on Schedule 13E-4 (the "Statement") dated February 17, 1998, and Amendment No.1 to the Statement dated March 12, 1998, filed by Kirby Corporation, a Nevada corporation (the "Company"), relating to the offer by the Company to purchase 3,000,000 shares (or such lesser number of shares as are properly tendered) of its Common Stock, par value \$0.10 per share (the "Shares"), at a price not in excess of \$24.50 nor less than \$21.00 net per Share in cash upon the terms and subject to the conditions set forth in the Offer to Purchase, dated February 17, 1998 (the "Offer to Purchase"), and in the related

Letter of Transmittal, which together constitute the "Offer," copies of which are attached as Exhibit (a)(1) and (a)(2) to the Statement. Capitalized terms defined in the Statement and not otherwise defined herein shall have the meanings specified in the Statement.

ITEM 8. ADDITIONAL INFORMATION.

(e) On March 16, 1998, the Company completed the previously announced sale of its U.S. flag offshore product tanker and harbor service operations to Hvide Marine Incorporated and an affiliate of August Trading Company, Inc. for a combined \$38.6 million in cash. A copy of the press release issued by the Company on March 16, 1998 announcing the completion of the transaction is filed as Exhibit (c)(1) hereto and is incorporated by reference.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS

(c)(1) Press Release.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13E-4 is true, complete and correct.

KIRBY CORPORATION

By: /s/ Brian K. Harrington

Name: Brian K. Harrington
Title: Senior Vice President

March 16, 1998

KIRBY CORPORATION

FOR IMMEDIATE RELEASE

KIRBY CORPORATION ANNOUNCES COMPLETION OF SALE OF OFFSHORE
TANKER AND HARBOR SERVICE OPERATIONS

Houston, Texas (March 16, 1998) - Kirby Corporation (NYSE:KEX) ("Kirby"), completed today the previously announced sale of its U.S. flag offshore product tanker and harbor service operations. In accordance with a definitive purchase agreement dated January 28, 1998, Kirby sold two tankers and its harbor service operations to Hvide Marine Incorporated and five tankers to an affiliate of August Trading Company, Inc. for a combined \$38.6 million in cash.

The offshore tanker and harbor service operations' financial results were accounted for as discontinued operations as of December 31, 1997. Results for the 1997 year included an estimated \$3,966,000 net loss, or \$.16 per share on a diluted basis, from the sale of the operations. The estimated net loss included a provision for operations during the phase-out period, January 1, 1998 through the date of sale.

Proceeds from the sale of the tanker and harbor service operations will be used to partially fund Kirby's February 17, 1998 announced Dutch Auction tender offer to repurchase up to 3,000,000 shares of Kirby common stock, representing approximately 12% of Kirby's outstanding common stock. The tender offer price is in a range from \$21.00 to \$24.50 per share in cash. The tender offer will expire at 12:00 midnight, New York City time, on March 16, 1998, unless extended.

Kirby Corporation, based in Houston, Texas, is the largest domestic operator of inland tank barges with a fleet of 519 barges and 127 towing vessels transporting industrial chemicals, refined petroleum products and agricultural chemicals along the United States inland waterways. Kirby's domestic marine operations also include United States coastwise barge operations with eight barge/tug units transporting petroleum products and liquid chemicals, as well as dry bulk commodities. Through its diesel engine services segment, Kirby is also engaged in the overhaul and servicing of large, medium speed diesel engines employed in marine, power generation and rail applications.