

| OMB APPROVAL | |
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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

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

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person * <u>Husted Amy D.</u> (Last) (First) (Middle) 55 WAUGH DRIVE, SUITE 1000 (Street) HOUSTON TX 77007 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>KIRBY CORP [KEX]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP and General Counsel</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/24/2020</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$.10 per share | 01/24/2020 | | M | | 1,970 | A | (1) | 16,341 | D | |
| Common Stock, par value \$.10 per share | 01/24/2020 | | F | | 772 | D | \$83.66 | 15,569 | D | |
| Common Stock, par value \$.10 per share | 01/24/2020 | | F | | 1,055 | D | \$83.66 | 14,514 | D | |
| Common Stock, par value \$.10 per share | | | | | | | | 2,517 | I(2) | 401(k) |
| Common Stock, par value \$.10 per share | | | | | | | | 200 | I | Husband |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Units | (1) | 01/24/2020 | | M | | | 707 | (3) | (3) | Common Stock | 707 | \$0 | 2,121 | D | |
| Restricted Stock Units | (1) | 01/24/2020 | | M | | | 1,263 | (4) | (4) | Common Stock | 1,263 | \$0 | 5,052 | D | |

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive cash or one share of common stock of the issuer.
- Acquired 39 shares during 2019 pursuant to the Kirby Corporation 401(k) plan. The information reported herein is based on a plan statement dated December 31, 2019.
- These restricted stock units granted on February 22, 2018, vest in five equal annual installments beginning on January 24, 2019. Cash or shares of common stock of the issuer, at the election of the issuer, will be delivered to the reporting person on or as soon as practicable on each vesting date.
- These restricted stock units granted on February 1, 2019, vest in five equal annual installments beginning on January 24, 2020. Cash or shares of common stock of the issuer, at the election of the issuer, will be delivered to the reporting person on or as soon as practicable on each vesting date.

Ronald A. Dragg, Agent and Attorney-in-Fact 01/28/2020
 ** Signature of Reporting Person Date

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

* 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.

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