

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2012-04-30** | Period of Report: **2012-04-24**  
SEC Accession No. [0001140361-12-021809](#)

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

**LAWRENCE CHARLES BERDON**

CIK: **1097491**

Type: **4** | Act: **34** | File No.: **001-07615** | Film No.: **12792499**

Mailing Address

*PO BOX 1343*

*HOUSTON TX 77251-1343*

### ISSUER

**KIRBY CORP**

CIK: **56047** | IRS No.: **741884980** | State of Incorporation: **NV** | Fiscal Year End: **1231**

SIC: **4400** Water transportation

Mailing Address

*P.O. BOX 1745*

*HOUSTON TX 77251*

Business Address

*55 WAUGH DRIVE SUITE  
1000*

*HOUSTON TX 77385  
7134351000*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>LAWRENCE CHARLES BERDON</b>			2. Issuer Name and Ticker or Trading Symbol <b>KIRBY CORP [KEX]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/24/2012</b>					
<b>55 WAUGH DRIVE, SUITE 1000</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>HOUSTON, TX 77007</b>								
(City)	(State)	(Zip)						

**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	04/24/2012		<u>A</u> <sup>(1)</sup>		1,000	A	\$ 0	172,060	D	
Common Stock, par value \$.10 per share								163,200	I	Trusts <sup>(2)</sup>
Common Stock, par value \$.10 per share								34,227	I	Partnerships <sup>(3)</sup>
Common Stock, par value \$.10 per share								10,111	I	401K Plan

**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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Director Stock Option (Right to Buy)	\$62.48	04/24/2012		<u>A</u>		6,000		10/24/2012	04/24/2022	Common Stock	6,000	\$62.48	6,000	D	

**Explanation of Responses:**

1. Restricted Stock granted under the 2000 Nonemployee Director Stock Option Plan for Kirby Corporation.
2. These shares are owned by trusts for the benefit of members of Mr. Lawrence's family. Mr. Lawrence is not a beneficiary of the trusts, but under their terms, he has the right to acquire the property in the trusts, including the Kirby shares owned by the trusts, by substituting property of equal value.
3. The reported shares are held by Lawrence Family Interests, LP, a limited partnership of which entities wholly owned by Mr. Lawrence and his wife are the general partners and of which Mr. Lawrence's children and trusts for their benefit are the limited partners. Mr. Lawrence disclaims beneficial ownership of the shares owned by the limited partnership except to the extent of his pecuniary interest in such shares.

**Signatures**

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

\*\* Signature of Reporting Person

04/30/2012

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.

**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.**