

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**
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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*

REPORTING OWNER

Husted Amy D.

CIK: **1423809**
Type: **4** | Act: **34** | File No.: **001-07615** | Film No.: **09544293**

Mailing Address
*55 WAUGH DRIVE,
SUITE 1000
HOUSTON TX 77007*

Business Address
713-435-1000

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 Husted Amy D.			2. Issuer Name and Ticker or Trading Symbol KIRBY CORP [KEX]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title _____ Other (specify below) Vice President - Legal	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2009			
55 WAUGH DRIVE, SUITE 1000			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 ____ Form Filed by More than One Reporting Person	
(Street) HOUSTON, TX 77007						
(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	01/22/2009		M		5,334	A	\$16.9625	10,094	D	
Common Stock, par value \$.10 per share								200	I	Husband ⁽¹⁾
Common Stock, par value \$.10 per share								1,864 ⁽²⁾	I	401(k) Stock

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
Employee Stock Option (Right to Buy)	\$16.9625	01/22/2009		M		5,334		01/26/2007	01/26/2009	Common Stock	5,334	\$16.9625	0	D	

Explanation of Responses:

1. Shares owned beneficially and of record by Mrs. Husted's husband. Mrs. Husted disclaims ownership of the shares.
2. Adjusted (8) shares during 2008 pursuant to the Kirby Corporation 401(k) Plan. The information reported herein is based on a plan statement dated December 31, 2008.

Signatures

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

** Signature of Reporting Person

01/26/2009

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.