

LAWRENCE CHARLES BERDON  
 Form 4  
 May 14, 2010

**FORM 4**

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

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 OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LAWRENCE CHARLES BERDON**

2. Issuer Name and Ticker or Trading Symbol  
**KIRBY CORP [KEX]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**55 WAUGH DRIVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/12/2010**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**HOUSTON, TX 77007**

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock, par value \$0.10 per share	05/12/2010		M		48,000 A \$ 35.66	684,341	D
Common Stock, par value \$0.10 per share	05/12/2010		M		54,219 A \$ 23.98	738,560	D
Common Stock, par value \$0.10 per share	05/13/2010		S		2,455 D \$ 41.7847	57,957	I Partnership (2)

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value					(1)			
\$.10 per share								
Common Stock, par value	05/13/2010	S	8,345	D	\$ 41.7847	280,370	I	Trusts (3)
\$.10 per share					(1)			
Common Stock, par value						10,024	I	401K Plan
\$.10 per share								

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

**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 control number.**

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 35.66	05/12/2010		M	48,000	01/26/2010	05/27/2010	Common Stock	48,000
Employee Stock Option (Right to Buy)	\$ 23.98	05/12/2010		M	54,219	03/30/2010	05/27/2010	Common Stock	54,219

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

LAWRENCE CHARLES BERDON  
55 WAUGH DRIVE  
HOUSTON, TX 77007

X

## Signatures

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

05/14/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

The reported price is the weighted average sales price. The sales were made at prices ranging from \$41.75 to \$41.92 per share. The  
(1) reporting person will provide, upon request by the Commission staff, the issuer or a stockholder of the issuer, full information regarding the number of shares sold at each separate price.

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.  
(2) Lawrence disclaims beneficial ownership of the shares owned by the limited partnership except to the extent of his pecuniary interest in such shares.

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  
(3) 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.

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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