

DAY C SEAN  
Form 4  
May 22, 2009

**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 \*  
DAY C SEAN

(Last) (First) (Middle)  
26 DEER PARK DRIVE  
(Street)  
GREENWICH, CT 06830  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/20/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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 | 05/20/2009                           |  | M                              |   | 3,000 A \$ 10.6719  | 17,473   | D   |
| Common Stock, par value \$.10 per share | 05/20/2009                           |  | M                              |   | 4,564 A \$ 9.8594   | 22,037   | D   |
| Common Stock, par value \$.10 per share | 05/20/2009                           |  | M                              |   | 6,000 A \$ 10.0625  | 28,037   | D   |

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|  |            |   |       |   |               |                       |   |      |
|--|------------|---|-------|---|---------------|-----------------------|---|------|
| Common<br>Stock, par<br>value \$.10<br>per share | 05/20/2009 | M | 5,962 | A | \$<br>10.0625 | 33,999                | D |      |
| Common<br>Stock, par<br>value \$.10<br>per share |            |   |       |   |               | 14,883 <sup>(1)</sup> | I | GRAT |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|---|--|---|---|--------------------------------------|---|--|---|---|
| Director<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 10.6719   | 05/20/2009                              |   | M                                    | 3,000   | 10/19/2000 04/19/2010  | Common<br>Stock   | 3,000                                     |
| Director<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 9.8594  | 05/20/2009                              |   | M                                    | 4,564   | 03/31/2001 09/29/2010  | Common<br>Stock   | 4,564                                     |
| Director<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 10.0625   | 05/20/2009                              |   | M                                    | 6,000   | 10/17/2001 04/17/2011  | Common<br>Stock   | 6,000                                     |
| Director<br>Stock<br>Option                         | \$ 10.0625   | 05/20/2009                              |   | M                                    | 5,962   | 03/31/2002 04/17/2011  | Common<br>Stock   | 5,962                                     |

(Right to  
Buy)

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DAY C SEAN<br>26 DEER PARK DRIVE<br>GREENWICH, CT 06830 |               | X         |         |       |

## Signatures

|   |                     |
|---|---------------------|
| G. Stephen Holcomb, Agent and<br>Attorney-in-Fact | 05/22/2009          |
| <small>**Signature of Reporting Person</small>    | <small>Date</small> |

## 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).
- (1) On February 26, 2009, the reporting person contributed 14,883 shares of Kirby Corporation common stock to a grantor retained annuity trust for the benefit of himself and another family trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.