

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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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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$.10 per share | 05/12/2010 | | M | 48,000 A | \$ 35.66 684,341 | D | |
| Common Stock, par value \$.10 per share | 05/12/2010 | | M | 54,219 A | \$ 23.98 738,560 | D | |
| Common Stock, par value \$.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.

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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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