

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>LAWRENCE CHARLES BERDON</u> _____ (Last) (First) (Middle) 55 WAUGH DRIVE SUITE 1000 _____ (Street) HOUSTON TX 77007 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>KIRBY CORP [KEX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman of the Board		
			3. Date of Earliest Transaction (Month/Day/Year) 10/16/2008					
			4. If Amendment, Date of 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					

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	10/16/2008		M		73,332	A	\$16.9625	786,177	D	
Common Stock, par value \$.10 per share	10/16/2008		M		60,000	A	\$22.045	846,177	D	
Common Stock, par value \$.10 per share	10/16/2008		M		40,000	A	\$27.6025	886,177	D	
Common Stock, par value \$.10 per share								514,227	I	Partnership ⁽¹⁾
Common Stock, par value \$.10 per share								8,580	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (Right to Buy)	\$16.9625	10/16/2008		M		73,332		01/26/2007 ⁽²⁾	01/26/2009	Common Stock 73,332	\$16.9625	208,364	D	
Employee Stock Option (Right to Buy)	\$22.045	10/16/2008		M		60,000		03/02/2008 ⁽²⁾	03/02/2010	Common Stock 60,000	\$22.045	148,364	D	
Employee Stock Option (Right to Buy)	\$27.6025	10/16/2008		M		40,000		02/15/2008 ⁽²⁾	02/15/2011	Common Stock 40,000	\$27.6025	108,364	D	

Explanation of Responses:

- These shares are owned by the Lawrence Family Interest, 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 three trusts for his children are the limited partners.
- Option is exercisable 33% after one year, 67% after two years and 100% after three years from date of grant.

Remarks:

G. Stephen Holcomb, Agent 10/17/2008
and Attorney-in-Fact Date

** Signature of Reporting Person

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.