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As filed with the Securities and Exchange Commission on June 28, 1999

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

/X/ ANNUAL REPORT PURSUANT TO SECTION 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

For the year ended December 31, 1999

OR

/ / TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
(NO FEE REQUIRED)

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No: 1-7615

A. Full title of the plan and the address of the plan, if different
from that of the issuer named below:

KIRBY 401(k) PLAN

B. Name of issuer of the securities held pursuant to the plan and the
address of its principal executive officer:

Kirby Corporation
55 Waugh Drive, Suite 1000
Houston, Texas 77007

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KIRBY 401(k) PLAN

Financial Statements and Supplemental Schedule

December 31, 1999 and 1998

(With Independent Auditors'  
Report Thereon)

## KIRBY 401(k) PLAN

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Schedules, other than those listed above, are omitted because of the absence of the conditions under which they are required.

## Independent Auditors' Report

Plan Administrator  
Kirby 401(k) Plan:

We have audited the accompanying statements of net assets available for benefits (modified cash basis) of the Kirby 401(k) Plan (the Plan) as of December 31, 1999 and 1998, and the related statements of changes in net assets available for benefits (modified cash basis) for the years ended December 31, 1999 and 1998. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in note 2, these financial statements and supplemental schedule were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 1999 and 1998, and the changes in net assets available for benefits for the years ended December 31, 1999 and 1998 on the basis of accounting described in note 2.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held for investment purposes at end of year is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

KPMG LLP

Houston, Texas  
June 23, 2000

## KIRBY 401(k) PLAN

Statements of Net Assets Available for Benefits  
(Modified Cash Basis)

December 31, 1999 and 1998

	1999	1998
Investments at fair value	\$ 43,449,049	31,339,368
Liabilities - accrued expenses	57	-
Net assets available for benefits	\$ 43,448,992	31,339,368

See accompanying notes to financial statements.

## KIRBY 401(k) PLAN

Statements of Changes in Net Assets Available for Benefits  
(Modified Cash Basis)

For the years ended December 31, 1999 and 1998

	1999	1998
	-----	-----
Additions to net assets attributed to:		
Contributions from participants	\$ 3,381,712	3,289,061
Contributions from employers	1,229,864	1,205,442
Rollover contributions	286,060	187,309
Interest and dividend income	1,012,993	1,431,581
Net unrealized gain in fair value of investments	1,233,524	1,487,760
Net realized gain from disposition of investments	164,615	326,418
Other income	907,981	183,689
	-----	-----
Total additions	8,216,749	8,111,260
	-----	-----
Deductions from net assets attributed to:		
Benefits paid to participants	4,050,825	4,424,355
Administration fees	120,699	110,376
	-----	-----
Total deductions	4,171,524	4,534,731
	-----	-----
Transfers to the plan from the Hollywood Marine, Inc. 401(k) Plan (note 1)	8,064,399	-
	-----	-----
Net increase	12,109,624	3,576,529
Net assets available for benefits, beginning of year	31,339,368	27,762,839
	-----	-----
Net assets available for benefits, end of year	\$ 43,448,992	31,339,368
	=====	=====

See accompanying notes to financial statements.

## KIRBY 401 (k) PLAN

Notes to Financial Statements  
(Modified Cash Basis)

December 31, 1999 and 1998

## (1) Description of the Plan

## (a) General

The Kirby 401(k) Plan (the Plan) is a defined contribution 401(k) plan for the benefit of employees of Kirby Marine Transportation Corporation (the Company), Kirby Corporation (the Parent), and certain subsidiaries. Each employee is eligible to join the Plan as of the first pay period beginning in any quarter following completion of one year of service and the attainment of age 18. Employees covered by collective bargaining agreements, the terms of which do not provide for participation in the Plan, are not eligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Further information relating to the Plan's provisions is available in the Summary Plan Description provided to all eligible employees.

## (b) Plan Merger

The Hollywood Marine, Inc. (HMI) 401(k) Plan (HMI Plan) was merged into the Plan and all HMI balances were transferred to the Plan effective December 31, 1999. Commencing January 1, 2000, former HMI Plan participants are subject to the same plan provisions as the Kirby 401(k) Plan participants.

## (c) Plan Amendments

In December 1999, the Plan was amended to include HMI employees as the HMI Plan was merged into the Plan effective December 31, 1999.

Effective December 31, 1999, in connection with the merger of the HMI Plan into the Plan, the Plan added the Janus Growth and Income Fund, the Vanguard 500 Index Trust, and the Dreyfus Emerging Leaders Fund Options.

## (d) Contributions

The Plan provides for basic employee pretax contributions to the Plan of 3% of covered compensation as defined, and for additional employee pretax contributions to the Plan of up to 14% of covered compensation subject to the provisions of the Internal Revenue Code. The Company contributes matching employer contributions equal to 100% of basic employee pretax contributions. The Company does not match the additional employee pretax contributions.

## (e) Benefits Payments

Benefits payments are made in a lump-sum distribution to the participant upon termination of employment (or to the beneficiary in the event of death). However, a participant may request a loan for up to 50% of the participant's vested interest up to a maximum of \$50,000. Loans are typically repaid over a five-year period and have interest rates ranging from 7% to 10%. Loans outstanding upon termination of a participant are considered deemed distributions if not repaid and are deducted from the participant's account balance prior to distribution. These amounts are taxed to the participant in the year of the participant's termination.

(Continued)

## KIRBY 401 (k) PLAN

Notes to Financial Statements  
(Modified Cash Basis)

December 31, 1999 and 1998

- (f) **Vesting**  
A participant in the Kirby 401(k) Plan, excluding former HMI Plan participants, has an immediate and fully vested nonforfeitable interest in the portion of the account relating to both participant and employer contributions and may, upon resignation from or discharge by the employer, withdraw their entire account balance.
- Employer contributions made in the prior HMI Plan are subject to a five-year vesting schedule based on the participant's HMI Service date. Forfeitures of non-vested participants are credited to the accounts of former HMI Plan participants based on a formula that considers the total compensation, as defined, of all former HMI Plan participants for that plan year.
- Commencing January 1, 2000, employer contributions to former HMI Plan participants will be subject to the same vesting schedule as Kirby participants.
- (g) **Plan Administration**  
The general administration of the Plan is vested in the Vice President of Human Resources of the Company (the Plan Administrator). The Plan Administrator has broad powers regarding the operation and administration of the Plan and receives no compensation for service to the Plan. All administrative expenses, unless paid by the Company at its discretion, are paid by the Plan.
- (h) **Plan Termination**  
Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of termination, the amounts credited to the accounts of participants shall vest immediately and will be distributed to the participants after payment of expenses for distribution and liquidation.
- (i) **Reclassifications**  
Certain reclassifications have been made to reflect current presentation of financial information.
- (j) **Use of Estimates**  
The preparation of financial statements requires Plan management to make estimates and assumptions that affect the reported amounts of net assets and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions to net assets during the reporting period. Actual results could differ from those estimates. However, in the opinion of Plan management, such differences would be immaterial.

(Continued)



## KIRBY 401 (k) PLAN

Notes to Financial Statements  
(Modified Cash Basis)

December 31, 1999 and 1998

## (k) Accounting Pronouncement

In September 1999, the American Institute of Certified Public Accountants issued Statement of Position 99-3, Accounting for and Reporting of Certain Defined Contribution Plan Investments and Other Disclosure Matters (SOP 99-3). SOP 99-3 simplifies the disclosure requirements for certain investments and is effective for plan years ending after December 15, 1999. The Plan adopted SOP 99-3 during the Plan year ending December 31, 1999. Accordingly, information previously required to be disclosed by fund is not presented in the Plan's 1999 financial statements. The Plan's 1998 financial statements have been reclassified to conform with the current year's presentation.

## (2) Summary of Significant Accounting Policies

## (a) Basis of Presentation

The accompanying financial statements have been prepared on the modified cash basis, which is a comprehensive basis of accounting other than generally accepted accounting principles, and is an acceptable method of reporting for the Department of Labor and ERISA. The modified cash basis of accounting utilizes the cash basis of accounting while adjusting debt and equity securities to their corresponding market value for financial reporting purposes.

## (b) Investment Valuation

Investments in the common trust fund, mutual funds and Kirby Corporation common stock are stated at fair value based on quoted market prices. Purchases and sales of investments are recorded on a trade date basis. Net realized gains and losses on disposition of investments are reported on the revalued cost method. Revalued cost is the fair value of the assets at the beginning of the plan year or historical cost if the investment was acquired during the year. Any unrealized appreciation or depreciation is recognized currently in the statement of changes in net assets available for benefits. Participant loans are stated at cost which approximates their fair value.

## (3) Investments

Each participant has the right to direct his contributions and the Company's matching contributions between the investment funds offered by the Plan. Descriptions of the Plan's investment fund options are included in the summary plan description provided to all eligible employees.

(Continued)

## KIRBY 401 (k) PLAN

Notes to Financial Statements  
(Modified Cash Basis)

December 31, 1999 and 1998

The following presents investments that represent 5 percent or more of the Plan's net assets. All investments are participant-directed.

	December 31,	
	1999	1998
Fidelity Advisor Growth Opportunities Fund	\$ 9,579,024	7,979,303
Janus Balanced Fund	7,943,363	5,605,554
Chase Bank Money Market Fund	7,036,472	5,465,444
Franklin Balance Sheet Investment Fund	3,471,291	4,497,545
Franklin U.S. Government Securities Fund	2,993,232	2,714,307
Templeton Foreign Fund	2,827,805	1,805,632
Participant loans	2,916,373	2,325,064
Janus Growth and Income Fund	3,154,800	-
	=====	=====

During 1999, the Plan's investments (including realized gains and losses on investments bought and sold, as well as unrealized gains on investments held during the year) appreciated in value by \$1,398,139 as follows:

Mutual funds	\$ 1,315,962
Common stock	82,177
	-----
	\$ 1,398,139
	=====

(4)

## Related Party Transactions

Certain plan investment options include shares of Kirby Corporation common stock and mutual funds managed by Chase Bank of Texas. Kirby is the plan sponsor and Chase Bank of Texas is the recordkeeper and trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

The Plan has participant loans outstanding which are secured solely by a portion of the participant's vested account balance, in accordance with the plan document.

(5)

## Federal Income Taxes

The Plan obtained its latest determination letter on December 30, 1996 in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving this determination letter. However, the Plan Administrator believes the Plan is currently designed and operated in compliance with the applicable requirements of the Code. Therefore, the Plan Administrator believes the Plan was qualified and the related trust was tax-exempt as of December 31, 1999. The Company intends that the Plan and its related trust continue to so qualify.

(Continued)

KIRBY 401(k) PLAN  
Notes to Financial Statements  
(Modified Cash Basis)  
December 31, 1999 and 1998

A participant is not taxed on employer contributions when made; instead, taxation is deferred until the amount credited to the participant's account is distributed or made available to him or, in the event of the participant's death, to a beneficiary or an estate. Amounts distributed or made available to employees or their beneficiaries, in excess of their contributions, are taxable according to the provisions of the Internal Revenue Code.

- (6) Reconciliation of Financial Statements to Form 5500  
The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31,	
	1999	1998
Net assets available for benefits per the financial statements	\$ 43,448,992	31,339,368
Amounts allocated to withdrawing participants	69,255	30,025
	\$ 43,379,737	31,309,343
Net assets available for benefits per the Form 5500	\$ 43,379,737	31,309,343

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500:

	Years ended December 31,	
	1999	1998
Benefits paid to participants per the financial statements	\$ 4,050,825	4,424,355
Add: Amounts allocated to withdrawing participants at December 31 (current year)	69,255	30,025
Less: Amounts allocated to withdrawing participants at December 31 (prior year)	(30,025)	-
	\$ 4,090,055	4,454,380
Benefits paid to participants per Form 5500	\$ 4,090,055	4,454,380

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31 but not yet paid as of that date.

## KIRBY 401(k) PLAN

Schedule of Assets Held for Investment Purposes at End of Year  
(Modified Cash Basis)

December 31, 1999

Identity of issue, borrower, lessor or similar party	Description of asset	Current value
-----	-----	-----
Common Trust Fund:		
Chase Bank N.A.	Chase Bank Money Market Fund	\$ 7,036,472
		=====
Mutual Funds:		
Dreyfus	Dreyfus Emerging Leader Fund	\$ 1,708,826
Fidelity	Fidelity Advisor Growth Opportunities Fund	9,579,024
Templeton	Templeton Foreign Fund	2,827,805
Franklin	Franklin Balance Sheet Investment Fund	3,471,291
Franklin	Franklin U.S. Government Securities Fund	2,993,232
Janus	Janus Balanced Fund	7,943,363
Janus	Janus Growth and Income Fund	3,154,800
		-----
Total mutual funds		\$ 31,678,341
		=====
Common stock:		
Kirby Corporation	Kirby Corporation common stock	\$ 1,817,863
		=====
Participant loans - with interest rates ranging from 7% to 10% and having maturities of one to five years		\$ 2,916,373
		=====

Chase Bank N.A. and Kirby Corporation represent parties-in-interest to the Plan.

See accompanying independent auditors report.

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

Kirby Corporation  
(Registrant)

/s/ G. STEPHEN HOLCOMB

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G. Stephen Holcomb  
Vice President and Controller

June 28, 2000

EXHIBIT INDEX

Exhibit 23 -- Independent Auditors' Consent

## Independent Auditors' Consent

Plan Administrator  
Kirby 401(k) Plan:

We consent to the incorporation by reference in the registration statement No. 33-57625 on Form S-8 of Kirby Corporation of our report dated June 23, 1999 related to the statements of net assets available for benefits of the Kirby 401(k) Plan as of December 31, 1999 and 1998, and the related statements of changes in net assets available for plan benefits for the years then ended and the related supplemental schedule, which report appears in the December 31, 1999 annual report on Form 11-K of the Kirby 401(k) Plan.

KPMG LLP

Houston, Texas  
June 28, 2000