

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **August 11, 2010**

Kirby Corporation

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

1-7615

(Commission File Number)

75-1884980

(IRS Employer Identification No.)

55 Waugh Drive, Suite 1000 Houston, Texas

(Address of principal executive offices)

77007

(Zip Code)

Registrant's telephone number, including area code: **(713) 435-1000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective as of the close of business on July 19, 2010, the Rights Agreement, dated as of July 18, 2000, as amended (the "Rights Agreement"), between Kirby Corporation ("Kirby") and Computershare Trust Company, N.A., expired pursuant to its terms. The Rights Agreement and the rights (the "Rights") to purchase shares of the Series A Junior Participating Preferred Stock, \$1.00 par value per share, of Kirby (the "Preferred Stock"), which were issued pursuant to the Rights Agreement, terminated and became of no force and effect as of that time.

In connection with the expiration of the Rights Agreement, on August 11, 2010 Kirby filed a Certificate of Withdrawal of Certificate of Designation of the Preferred Stock (the "Certificate of Withdrawal") with the Secretary of State of Nevada. The Certificate of Withdrawal, which was effective upon filing, eliminated from Kirby's Restated Articles of Incorporation all matters set forth in the Certificate of Designation for the Preferred Stock. No shares of Preferred Stock were issued or outstanding at the time of the filing of the Certificate of Withdrawal. A copy of the Certificate of Withdrawal is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

3.1

Certificate of Withdrawal of Certificate of Designation of Series A Junior Participating Preferred Stock of Kirby Corporation, as filed on August 11, 2010 with the Secretary of State of Nevada

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KIRBY CORPORATION
(Registrant)

Date: August 13, 2010

By /s/ G. Stephen Holcomb
G. Stephen Holcomb
Vice President-Investor Relations

EXHIBIT INDEX

Exhibit No.

Description

[3.1](#)

Certificate of Withdrawal of Certificate of Designation of Series A Junior Participating Preferred Stock of Kirby Corporation, as filed on August 11, 2010 with the Secretary of State of Nevada



ROSS MILLER
Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684 5708
 Website: www.nvsos.gov

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20100601948-21
	Filing Date and Time 08/11/2010 11:55AM
	Entity Number C246-1969

**Certificate of Withdrawal of
 Certificate of Designation
 (PURSUANT TO NRS 78.1955(6))**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE
 ONLY

**Certificate of Withdrawal of
 Certificate of Designation
 for Nevada Profit Corporations
 (Pursuant to NRS 78.1955(6))**

1. Name of corporation:
 KIRBY CORPORATION
 (the "Corporation")

2. Following is the resolution by the board of directors authorizing the withdrawal of Certificate of Designation establishing the classes or series of stock:

WHEREAS, the Board previously, pursuant to the authority granted to it in the Corporation's Restated Articles of Incorporation (the "Articles of Incorporation") and in connection with the approval of the Rights Agreement, designated, out of the authorized preferred stock of the Corporation, 1,000,000 shares of preferred stock as Series A Junior Participating Preferred Stock, which is , described in the Certificate of Designation of the Preferred Stock (the "Certificate of Designation") filed on July 24, 2000 with the Secretary of State of the State of Nevada (the "Secretary of State");
 WHEREAS, pursuant to Section 78.1955 of the Nevada Revised Statutes (the "NRS"), when no shares of a series of stock are outstanding a corporation may file a certificate which states that no shares of the class or series are outstanding and which contains the resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock;
 WHEREAS, when such certificate becomes effective, it shall have the effect of amending the articles of incorporation so as to eliminate from the articles of incorporation all matters set forth in the certificate of designation with respect to such series of stock; and
CONTINUATION ON ADDITIONAL PAGE

3. No shares of the class or series of stock being withdrawn are outstanding.

4. Signature: (required)

X /s/ Thomas G. Adler

Secretary of Kirby Corporation

Signature of Officer

Filing Fee: \$175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Withdrawal of Designation
 Revised: 3-12-09

CONTINUATION:

WHEREAS, the Board has determined that it is in the best interests of the Corporation and its stockholders to file a certificate pursuant to Section 78.1955 of the NRS with the Secretary of State to withdraw the Certificate of Designation and eliminate from the Articles of Incorporation all descriptions of and references to the voting and other powers, preferences and relative, participating, optional or other rights of the shares of the Preferred Stock, and the qualifications, limitations and restrictions thereof (a "Certificate of Withdrawal");

RESOLVED that the Board hereby authorizes the withdrawal of the Certificate of Designation and the elimination of the Preferred Stock.

RESOLVED that all matters set forth in the Certificate of Designation with respect to the Preferred Stock be eliminated from the Articles of Incorporation.

RESOLVED that the Authorized Officers are hereby authorized and directed to file a Certificate of Withdrawal with the office of the Secretary of State setting forth a copy of these resolutions whereupon all matters set forth in the Certificate of Designation with respect to the Preferred Stock shall be eliminated from the Articles of Incorporation.
