

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

<b>1. Name and Address of Reporting Person*</b> <b>Lawrence, Charles Berdon</b>  (Last) (First) (Middle) <b>55 Waugh Drive, Suite 1000</b>  (Street) <b>Houston, TX 77007</b>  (City) (State) (Zip)			<b>2. Issuer Name and Ticker or Trading Symbol</b> <b>Kirby Corporation (KEX)</b>  <b>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</b>  <b>4. Statement for Month/Day/Year</b> <b>04/03/2003</b>  <b>5. If Amendment, Date of Original (Month/Day/Year)</b>			<b>6. Relationship of Reporting Person(s) to Issuer</b>  (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  <p style="text-align: center;"><b>Chairman of the Board</b></p> <hr style="width: 20%; margin: auto;"/> <b>7. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
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**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 Transactions (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	04/03/2003	04/03/2003	S		30500	D	25.01	3372328	D	
Common Stock, par value \$.10 per share								907982	I	(1)
Common Stock, par value \$.10 per share								2153	I	401 K Plan

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 Instructions 4(b)(v).

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 control number.

(Over)  
SEC 1474 (9-02)

**FORM 4 (continued)**

**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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)													200000	D	

Explanation of Responses:

**(1) These shares are owned by seven trusts. Lawrence is not a beneficiary under any of the trusts, but under the terms of the instruments pursuant to which all seven trusts were created, Lawrence does have the right to reacquire the property constituting the principal of the trusts, including, but not limited to, the shares owned by the trusts by substituting property of equal value therefor.**

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ **C. Berdon Lawrence**

**04/04/2003**

\*\*Signature of Reporting Person  
By: G. Stephen Holcomb, Agent and Attorney-in-fact

Date

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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