

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	
OMB Number:	3235-0287
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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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/12/2010			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
55 WAUGH DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) HOUSTON TX 77007								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
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 ⁽¹⁾	57,957	I	Partnership ⁽²⁾
Common Stock, par value \$.10 per share	05/13/2010		S		8,345	D	\$41.7847 ⁽¹⁾	280,370	I	Trusts ⁽³⁾
Common Stock, par value \$.10 per share								10,024	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						Title
Employee Stock Option (Right to Buy)	\$35.66	05/12/2010		M		48,000		01/26/2010	05/27/2010	Common Stock	48,000	\$35.66	0	D	
Employee Stock Option (Right to Buy)	\$23.98	05/12/2010		M		54,219		03/30/2010	05/27/2010	Common Stock	54,219	\$23.98	0	D	

Explanation of Responses:

- 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 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. 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 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.

Remarks:

G. Stephen Holcomb, Agent and Attorney-in-Fact 05/14/2010

** Signature of Reporting Person Date

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.

