

PETERKIN GEORGE A JR
Form 4
April 29, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PETERKIN GEORGE A JR

(Last) (First) (Middle)
5005 WOODWAY, SUITE 200
(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KIRBY CORP [KEX]

3. Date of Earliest Transaction
(Month/Day/Year)
04/27/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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) |
|-----------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock, par value \$.10 per share | 04/27/2010 | | A ⁽¹⁾ | 1,000 A \$ 0 | 201,738 | D | |
| Common Stock, par value \$.10 per share | | | | | 63,840 | I | Trusts ⁽²⁾ |
| Common Stock, par value \$.10 per share | | | | | 8,000 | I | Wife ⁽³⁾ |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Director Stock Option (Right to Buy) | \$ 41.24 | 04/27/2010 | | A | 6,000 | 10/27/2010 04/27/2020 | Common Stock | 6,000 |
| Director Stock Option (Right to Buy) | \$ 41.24 | 04/27/2010 | | A | 1,746 | 03/31/2011 ⁽⁴⁾ 04/27/2020 | Common Stock | 1,746 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PETERKIN GEORGE A JR 5005 WOODWAY SUITE 200 HOUSTON, TX 77056 | X | | | |

Signatures

G. Stephen Holcomb, Agent and Attorney-in-Fact
Date: 04/29/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Restricted Stock granted under the 2000 Nonemployee Director Stock Option Plan for Kirby Corporation.
- (2) The shares are owned by 11 trusts of which Mr. Peterkin is the trustee and beneficiaries are six of his grandchildren, one grandnephew, two grandnieces and two of the grandchildren of his wife, Nancy G. Peterkin.
- (3) Shares owned beneficially and of record by Mr. Peterkin's wife, Nancy G. Peterkin, of which Mr. Peterkin disclaims any beneficial ownership.
- (4) Option is exercisable 25% after the quarter ending 6/30/2010, 50% after 9/30/2010, 75% after 12/31/2010 and 100% at 3/31/2011.

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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