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KIRBY CORP
Form 11-K
June 23, 2004

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

[X] ANNUAL REPORT PURSUANT TO SECTION 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2003

OR

[] TRANSITION REPORT PURSUANT TO SECTION 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 1-7615

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KIRBY 401(K) PLAN

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

KIRBY 401(K) PLAN

INDEX TO FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

Report of Independent Registered Public Accounting Firm

Statements of Net Assets Available for Plan Benefits (Modified Cash Basis) - December 31, 2003 and

Statements of Changes in Net Assets Available for Plan Benefits (Modified Cash Basis) - Years ended
December 31, 2003 and 2002

Notes to Financial Statements (Modified Cash Basis)

SUPPLEMENTAL SCHEDULE

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) (Modified Cash Basis) - as of Decem
ber 31, 2003

Schedules, other than those listed above, are omitted because of the absence of

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| | | |
|--|--------------|------------|
| Investments at fair value | \$55,207,973 | 44,817,740 |
| Cash, non-interest bearing | 3,000 | -- |
| Accrued income | 4,457 | 190 |
| Due from broker for securities sold | 24,073 | 4,818 |
| | ----- | ----- |
| Total assets | 55,239,503 | 44,822,748 |
| Liabilities: | | |
| Due to broker for securities purchased | 58,377 | 42,678 |
| | ----- | ----- |
| Net assets available for plan benefits | \$55,181,126 | 44,780,070 |
| | ===== | ===== |

See accompanying notes to financial statements.

2

KIRBY 401(K) PLAN
Statements of Changes in Net Assets Available for Plan Benefits
(Modified Cash Basis)
Years ended December 31, 2003 and 2002

| | 2003 | 2002 |
|---|--------------|------------|
| | ----- | ----- |
| Additions to net assets attributed to: | | |
| Contributions from participants | \$ 5,015,081 | 5,084,308 |
| Contributions from employer | 1,986,622 | 1,977,665 |
| Rollover contributions | 524,054 | 441,729 |
| Interest and dividend income | 602,198 | 664,400 |
| Net appreciation in fair value of investments | 7,272,448 | -- |
| | ----- | ----- |
| Total additions | 15,400,403 | 8,168,102 |
| | ----- | ----- |
| Deductions from net assets attributed to: | | |
| Benefits paid to participants | 4,999,347 | 3,828,409 |
| Net depreciation in fair value of investments | -- | 5,012,954 |
| | ----- | ----- |
| Total deductions | 4,999,347 | 8,841,363 |
| | ----- | ----- |
| Net increase (decrease) | 10,401,056 | (673,261) |
| Net assets available for plan benefits, beginning of year | 44,780,070 | 45,453,331 |
| | ----- | ----- |
| Net assets available for plan benefits, end of year | \$55,181,126 | 44,780,070 |
| | ===== | ===== |

See accompanying notes to financial statements.

3

KIRBY 401(K) PLAN
Notes to Financial Statements
(Modified Cash Basis)
December 31, 2003 and 2002

(1) DESCRIPTION OF THE PLAN

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(A) GENERAL

The Kirby 401(k) Plan (the Plan) is a defined contribution 401(k) plan for the benefit of employees of Kirby Corporation (the Company) and certain subsidiaries. Each employee is eligible to join the Plan as of the first pay period 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, as amended (ERISA). Further information relating to the Plan's provisions is available in the Plan Document.

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 Plan participants. In connection with the plan merger, the Plan was amended on December 31, 1999 to include HMI employees.

(B) PLAN ADMINISTRATION

The general administration of the Plan is the responsibility 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. During 2003 and 2002, all expenses were paid by the Company. Wells Fargo Bank (Wells) is the trustee of the Plan.

(C) CONTRIBUTIONS

The Plan provides for basic employee pretax contributions to the Plan of up to 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 of 1986, as amended (the Code). Participants age 50 or older during the Plan year may also elect to make a "catch-up" contribution, subject to certain Internal Revenue Service (IRS) limits (\$2,000 in 2003 and \$1,000 in 2002). The Company contributes matching employer contributions equal to 100% of basic employee pretax contributions. The Company does not match the additional employee pretax or catch-up contributions. Matching employer contributions are used to purchase Company common stock. Employees may transfer the matching employer contributions to other funds upon receipt.

In addition, participants may contribute amounts representing rollovers from other qualified plans.

(D) BENEFITS PAYMENTS AND LOANS

Benefits payments are made to participants upon retirement or termination of employment (or to the beneficiary in the event of death) and are in the form of lump sum distributions or installment payments. A participant may request a loan for up to the lesser of 50% of the participant's vested interest or

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\$50,000, less the participant's highest outstanding loan balance during the preceding 12 months. Loans are typically repaid over a five-year period. Loans outstanding upon a participant's

4

(Continued)

KIRBY 401(K) PLAN
Notes to Financial Statements
(Modified Cash Basis)
December 31, 2003 and 2002

termination of employment 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. Former participants of the HMI plan are eligible to receive in service withdrawals from their vested HMI account balance after attaining 59 $\frac{1}{2}$ years of age.

(E) VESTING

Participants are 100% vested in their participant contributions and rollovers, if any. Participants in the Plan have an immediate and fully vested interest in the portion of the account relating to employer contributions and may, upon resignation from or discharge by the employer, withdraw their entire account balance.

Employer contributions made to the prior HMI Plan are subject to a five-year vesting schedule based on the participant's HMI service date. Forfeitures of nonvested participants are credited to the accounts of former HMI Plan participants employed at year-end based on a formula that considers the total compensation, as defined, of all former HMI Plan participants for that plan year. Forfeitures in the amount of \$9,060 and \$62,955 as of December 31, 2003 and 2002, respectively, were available for allocation to former HMI Plan participants.

(F) 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.

(G) VALUATION OF PARTICIPANT ACCOUNTS

Under the Plan, each participant's account is credited with the participant's contribution, the Company's matching contribution and an allocation of investment income (loss), net of administrative expenses. Investment income (loss) is allocated daily to participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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(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 U.S. generally accepted accounting principles, and is an acceptable method of reporting under Department of Labor regulations. The modified cash basis of accounting utilizes the cash basis of accounting while carrying investments at fair value and recording investment income on the accrual basis. Consequently, contributions are recognized when received rather than when earned, and expenses are recognized when paid rather than when the obligation is incurred. As of December 31, 2003, \$89,451 of employee contributions and \$41,685 of employer contributions for the 2003 Plan year had not been remitted to the trust. As of December 31, 2002, \$174,340 of employee contributions and \$73,549 of employer contributions for the 2002 Plan

5

(Continued)

KIRBY 401(K) PLAN
Notes to Financial Statements
(Modified Cash Basis)
December 31, 2003 and 2002

year had not been remitted to the trust. As of December 31, 2003, \$82,689 of excess deferrals were held by the trust and distributed to participants during 2004. As of December 31, 2002, no excess deferrals were held by the trust. Under U.S. generally accepted accounting principles, these amounts would have been reflected as accounts receivable and payable.

(B) USE OF ESTIMATES

The preparation of financial statements requires Plan management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and disclosure of contingent assets and liabilities, and changes therein. Actual results could differ from those estimates.

(C) INVESTMENT VALUATION

Investments in mutual funds and Company common stock are stated at fair value based on quoted market prices. Investments in common trust funds are stated at fair market value based upon quoted market prices of the underlying assets. Purchases and sales of investments are recorded on a trade date basis. Net appreciation (depreciation) in fair value of investments includes realized gains and losses on investments sold during the year as well as net appreciation (depreciation) of the investments held at the end of the year. Participant loans are stated at cost, which approximates their fair value. Interest and dividend income is accrued in the period earned.

(D) PAYMENT OF BENEFITS

Payments to participants are recorded as the benefits are paid.

(3) INVESTMENTS

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Each participant has the right to direct his or her 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.

Participants may direct their investment contributions to the following investment funds: Wells Fargo Outlook 2010 Fund, Wells Fargo Outlook 2020 Fund, Wells Fargo Outlook 2030 Fund, Wells Fargo Outlook 2040 Fund, Wells Fargo Treasury Plus Institutional Money Market Fund, Dreyfus Intermediate Term Income Fund, Wells Fargo Asset Allocation Fund, MFS Value Fund, Goldman Sachs Capital Growth Fund, Wells Fargo S&P 500 Index Fund, MFS Massachusetts Investors Growth Stock Fund, MFS Mid-Cap Growth Fund, AIM Aggressive Growth Fund, Janus Advisor International Fund and Kirby Common Stock Fund. The Franklin US Government Securities and Templeton Foreign Fund were added during 2003. Effective January 7, 2004, all funds in the Janus Advisor International Fund were transferred to the Templeton Foreign Fund.

6

(Continued)

KIRBY 401(K) PLAN
Notes to Financial Statements
(Modified Cash Basis)
December 31, 2003 and 2002

The following presents investments that represent 5% or more of the Plan's net assets as of December 31:

2003:

| | |
|---|--------------|
| Wells Fargo Treasury Plus Institutional Money Market Fund | \$ 9,529,377 |
| Wells Fargo Asset Allocation Fund | 5,827,979 |
| Dreyfus Intermediate Term Income Fund | 4,325,904 |
| Goldman Sachs Capital Growth Fund | 4,809,701 |
| AIM Aggressive Growth Fund | 4,052,308 |
| Company common stock | 10,917,579 |
| Participant loans | 4,933,368 |

2002:

| | |
|---|--------------|
| Wells Fargo Treasury Plus Institutional Money Market Fund | \$ 9,880,671 |
| Wells Fargo Asset Allocation Fund | 4,474,236 |
| Dreyfus Intermediate Term Income Fund | 4,231,800 |
| Goldman Sachs Capital Growth Fund | 3,733,132 |
| AIM Aggressive Growth Fund | 3,094,464 |
| Company common stock | 8,019,381 |
| Participant loans | 4,421,960 |

The Plan's investments (including realized gains and losses on investments bought and sold, as well as unrealized gains and losses on investments held during the year) appreciated (depreciated) in value as follows:

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| | 2003 ----- | 2002 ----- |
|--------------------|---------------|---------------|
| Common trust funds | \$1,450,694 | (1,008,323) |
| Mutual funds | 3,368,067 | (4,115,830) |
| Common stock | 2,453,687 | 111,199 |
| | ----- | ----- |
| | \$7,272,448 | (5,012,954) |
| | ===== | ===== |

(4) VOTING RIGHTS

Each shareholder is entitled to exercise voting rights attributable to the shares of Company common stock allocated to his or her account and is notified by the trustee prior to the time that such rights are to be exercised. The trustee is not permitted to vote any shares for which instructions have not been given by the participant. During 2003 and 2002, the Plan purchased all shares of Company common stock in the open market.

7

(Continued)

KIRBY 401(K) PLAN
Notes to Financial Statements
(Modified Cash Basis)
December 31, 2003 and 2002

(5) RISK AND UNCERTAINTIES

The Plan may invest in common trust funds, mutual funds and Company common stock. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is probable that changes in the value of investment securities will occur in the near term.

(6) RELATED PARTY TRANSACTIONS

Certain Plan investment options include shares of Company common stock and common trust funds and mutual funds managed by Wells. The Company is the plan sponsor, and Wells is the trustee as defined by the Plan. Therefore, these transactions qualify as party-in-interest transactions. These transactions are covered by an exemption from the "prohibited transaction" provisions of ERISA and the Code.

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.

(7) FEDERAL INCOME TAXES

Management considers the Plan to be in compliance with Section 401(a) of the Code and, accordingly, to be entitled to an exemption from federal income taxes under the provisions of Section 501(a). A letter dated August 30, 2001 has been received by Wells stating that the form

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of the prototype plan is acceptable under the Code Section 401 for use by employers for the benefit of their employees. The letter, in effect, states that an employer who adopts the Plan will be considered to be qualified under the Code Section 401(a) provided all terms of the Plan are met and the Plan does not discriminate in favor of key or highly compensated employees. Therefore, the plan administrator believes the Plan was qualified and the related trust was tax exempt as of December 31, 2003 and 2002.

8

(Continued)

KIRBY 401(K) PLAN
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
 (Modified Cash Basis)
 December 31, 2003

| IDENTITY OF ISSUE, BORROWER, LESSOR, OR SIMILAR PARTY ----- | DESCRIPTION OF ASSET ----- |
|--|---|
| Common trust funds: | |
| *Wells Fargo Bank | Wells Fargo Treasury Plus Institutional Money Market Fund |
| *Wells Fargo Bank | Wells Fargo Short-Term Investment Money Market Fund |
| *Wells Fargo Bank | Wells Fargo Asset Allocation Fund |
| *Wells Fargo Bank | Wells Fargo S&P 500 Index Fund |
| Total common trust funds | |
| Mutual funds: | |
| *Wells Fargo Bank | Wells Fargo Outlook 2010 Fund |
| *Wells Fargo Bank | Wells Fargo Outlook 2020 Fund |
| *Wells Fargo Bank | Wells Fargo Outlook 2030 Fund |
| *Wells Fargo Bank | Wells Fargo Outlook 2040 Fund |
| Dreyfus | Dreyfus Intermediate Term Income Fund |
| The Goldman Sachs Group | Goldman Sachs Capital Growth Fund |
| MFS Investment Management | MFS Value Fund |
| MFS Investment Management | MFS Massachusetts Investors Growth Stock Fund |
| MFS Investment Management | MFS Mid-Cap Growth Fund |
| AIM Investments | AIM Aggressive Growth Fund |
| Franklin Templeton | Franklin US Government Securities |
| Franklin Templeton | Templeton Foreign Fund |
| Janus | Janus Advisor International Fund |
| Total mutual funds | |
| Common stock: | |
| *Kirby Corporation | Common stock |
| *Participant loans | Interest rates ranging from 5.25% to 10.5% |
| Total assets (held at end of year) | |

*Parties in interest to the Plan.

See accompanying report of independent registered public accounting firm.

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9

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the plan administrator, which administers the Plan, has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

DATE: June 23, 2004

KIRBY 401(k) PLAN

KIRBY CORPORATION
PLAN ADMINISTRATOR

BY: /s/ Jack M. Sims

Jack M. Sims
Vice President
Human Resources
of Kirby Corporation

INDEX TO EXHIBIT

EXHIBIT NUMBER

DESCRIPTION

23.1

Consent of Independent Registered Public Accounting Firm