

KIRBY CORP
Form 4
November 02, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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 *
LAWRENCE CHARLES BERDON

(Last) (First) (Middle)
55 WAUGH DRIVE, SUITE 1000
(Street)

HOUSTON, TX 77007

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2005

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)
Chairman of the Board

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$.10 per share | 11/01/2005 | | M | | 55,000 | A | \$ 21.5313 |
| Common Stock, par value \$.10 per share | 11/01/2005 | | M | | 55,000 | A | \$ 27.13 |
| Common Stock, par value \$.10 per share | 11/01/2005 | | M | | 36,666 | A | \$ 25.55 |

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| | | | | | | | | |
|---|------------|---|---------|---|-----------|-----------|---|-----------------------|
| Common Stock, par value \$.10 per share | 11/01/2005 | M | 18,334 | A | \$ 33.925 | 1,967,698 | D | |
| Common Stock, par value \$.10 per share | 10/31/2005 | S | 165,000 | D | \$ 51.76 | 1,802,698 | D | |
| Common Stock, par value \$.10 per share | | | | | | 506,302 | I | Trusts ⁽¹⁾ |
| Common Stock, par value \$.10 per share | | | | | | 3,349 | I | 401(k) Plan |

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

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(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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 21.5313 | 11/01/2005 | | M | 55,000 | 01/15/2004 ⁽²⁾ 01/15/2006 | Common Stock | 55,000 | |
| Employee Stock Option (Right to Buy) | \$ 27.13 | 11/01/2005 | | M | 55,000 | 01/28/2005 ⁽²⁾ 01/28/2007 | Common Stock | 55,000 | |
| | \$ 25.55 | 11/01/2005 | | M | 36,666 | 01/27/2005 ⁽³⁾ 01/27/2008 | | 36,666 | |

Employee
Stock
Option
(Right to
Buy)

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 33.925

11/01/2005

M

18,334

01/26/2005⁽⁴⁾

01/26/2009

Common
Stock

18,3

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LAWRENCE CHARLES BERDON 55 WAUGH DRIVE SUITE 1000 HOUSTON, TX 77007 | X | X | Chairman of the Board | |

Signatures

G. Stephen Holcomb, Agent and
Attorney-in-Fact

11/02/2005

__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).

These shares are owned by four trusts. Mr. Lawrence is not a beneficiary under any of the trusts, but under the terms of the instruments

- (1) pursuant to which all four trusts were created, Mr. 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.
- (2) Original option exercisable 33% after one year, 67% after two years, and 100% after three years from date of grant.
- (3) Original option of 55,000 shares exercisable 33% after one year and 67% after two years from date of grant.
- (4) Original option of 55,000 shares exercisable 33% after one year from date of grant.

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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