KIRBY CORP Form 4

September 05, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

**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 See Instruction

1(b).

per share

(Print or Type Responses)

1. Name and LAWREN	- 2. ISSU		<b>d</b> Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First) (I		KIRBY CORP [KEX]  3. Date of Earliest Transaction			(Check all applicable)				
55 WAUG	H DRIVE, SUITE	•	Day/Year) 2006		_X_ Director _X_ Officer (gi below)					
	(Street)		nendment, Donth/Day/Yea	Date Original ar)	6. Individual or Applicable Line) X Form filed by	Joint/Group F	iling(Check			
HOUSTON	N, TX 77007				Form filed by Person					
(City)	(State)	(Zip) Tal	ble I - Non-	Derivative Securities Acc	quired, Disposed	of, or Benefic	ially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			

Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		Securities Beneficially Owned Following	Ownership Form: Direct (D) or Indirect	Indirect Beneficial Ownership (Instr. 4)			
Common			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Stock, par value \$.10 per share	08/29/2006		<u>G(1)</u>	V	514,227	D	\$0	1,643,057 (2)	D	
Common Stock, par value \$.10 per share	08/29/2006		G(1)	V	514,227	A	\$0	514,227	I	Partnership (1)
Common Stock, par value \$.10								598,756 <u>(2)</u>	I	Trusts (3)

Common

Stock, par value \$.10 7,524 (2) I 401K Plan

per share

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amour		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						ъ.	Б		or		
						Date	Expiration	Title	Number		
						Exercisable D	Date		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Keiationsnips						
	Director	10% Owner	Officer		Other		
I AMPENCE CHARLEG REPROM							

LAWRENCE CHARLES BERDON 55 WAUGH DRIVE SUITE 1000

X X Chairman of the Board

HOUSTON, TX 77007

### **Signatures**

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

09/05/2006 Date

\*\*Signature of Reporting Person

## **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) Mr. Lawrence transferred 514,227 shares to Lawrence Family Interest, LP, a limited partnership of which entities wholly owned by Mr. Lawrence and his wife are the general partners, and of which Mr. Lawrence and three of the trusts described in footnote (3) are the

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limited partners.

- (2) These share numbers reflect the 2-for-1 stock split that was effective May 31, 2006.
  - 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
- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.