KIRBY CORP Form 4 January 24, 2007

FORM 4

OMB APPROVAL

3235-0287

0.5

OMB

Number:

response...

5. Relationship of Reporting Person(s) to

Issuer

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

KIRBY CORP [KEX]

Expires: January 31, 2005
Estimated average burden hours per

Form 5
obligations
may continue.

See Instruction

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

Symbol

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

LAWRENCE CHARLES BERDON

		-	KIKDI COKI [KEA]			(Check all applicable)					
			3. Date of Earliest Transaction (Month/Day/Year) 01/22/2007					_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chairman of the Board			
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON, TX 77007								Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own									ially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (D) (Instr. 3, 4)	sposed	of	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)	
Stock, par value \$.10 per share	01/22/2007			A <u>(1)</u>	14,400	A	\$0	1,657,457	D		
Common Stock, par value \$.10 per share								598,756	I	Trusts (2)	
Common Stock, par value \$.10 per share								514,227	I	Partnership (3)	

Common

Stock, par $8,106 \frac{(4)}{}$ I 401K Plan value \$.10

per share

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		Or		
						Exercisable	ble Date		Number		
				Codo V	(A) (D)				of Charac		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

LAWRENCE CHARLES BERDON

55 WAUGH DRIVE X X Chairman of the Board **SUITE 1000**

HOUSTON, TX 77007

Signatures

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

01/24/2007

**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).
- Restricted Stock awarded under the 2005 Stock and Incentive Plan for Kirby Corporation.

Reporting Owners 2

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- 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 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.
- (3) These shares are owned by the 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 (2) are the limited partners.
- (4) Acquired 582 shares during 2006 pursuant to the Kirby Corporation 401(k) Plan, at prices ranging from \$26.25 to \$40.25. The information reported herein is based on a plan statement dated December 31, 2006.

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.