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LAWRENCE CHARLES BERDON Form 4 December 15, 2009 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LAWRENCE CHARLES BERDON Issuer Symbol KIRBY CORP [KEX] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X_ Director 10% Owner X_Officer (give title Other (specify 55 WAUGH DRIVE, SUITE 1000 12/14/2009 below) below) Chairman of the Board (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77007 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (I)(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common Stock, par Partnership S 28,400 D 84,227 value 12/14/2009 I (1) \$.10 per share Common Stock, par value 635.313 D \$.10 per share I Trusts⁽²⁾ Common 370,000 Stock, par

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.								
value \$.10 per share	9,116	Ι	401K Plan					
Common Stock, par								
share								
value \$.10 per								

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

number.

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	Transactio	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise	· · ·	any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	,	Securi	ities	(Instr. 5)	Bene
	Derivative			. ,	Securities			(Instr.	3 and 4)	. ,	Owne
	Security				Acquired			Ì.			Follo
	5				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						X
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Exercisable	Date		of		

Code V (A) (D)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LAWRENCE CHARLES BERDON 55 WAUGH DRIVE SUITE 1000 HOUSTON, TX 77007	Х		Chairman of the Board			
Signatures						
G. Stephen Holcomb, Agent and Attorney-in-Fact		12/1	5/2009			
Signature of Reporting Person			Date			

of

Shares

Explanation of Responses:

such shares.

- * 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).

The reported shares are held by Lawrence Family Interests, LP, a limited partnership of which entities wholly owned by Mr. Lawrence and his wife are the general partners and of which Mr. Lawrence's children and trusts for their benefit are the limited partners. Mr. Lawrence disclaims beneficial ownership of the shares owned by the limited partnership except to the extent of his pecuniary interest in

These shares are owned by trusts for the benefit of members of Mr. Lawrence's family. Mr. Lawrence is not a beneficiary of the trusts, but (2) under their terms, he has the right to acquire the property in the trusts, including the Kirby shares owned by the trusts, by substituting

property of equal value.

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.