

LAWRENCE CHARLES BERDON  
 Form 4  
 January 23, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
 01/20/2006

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 or Price		
Common Stock, par value \$.10 per share	01/20/2006		S		6,629	D	\$ 53.1182 1,528,016
Common Stock, par value \$.10 per share	01/20/2006		S		1,871	D	\$ 53.1182 427,504
Common Stock, par value \$.10 per share							3,762 <sup>(2)</sup> I 401K Plan

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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  
 \_\_\_\_\_  
 \*\*Signature of Reporting Person

01/23/2006  
 \_\_\_\_\_  
 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 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.
- (1) Acquired 413 shares during 2005 pursuant to the Kirby Corporation 401(k) Plan, at prices ranging from \$39.40 to \$54.17. The information reported herein is based on a plan statement dated December 31, 2005.
- (2) Acquired 413 shares during 2005 pursuant to the Kirby Corporation 401(k) Plan, at prices ranging from \$39.40 to \$54.17. The information reported herein is based on a plan statement dated December 31, 2005.

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.