

VALERIUS STEVEN P
Form 4
August 30, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
VALERIUS STEVEN P

(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)
08/29/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Pres. Kirby Inland Marine, LP

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, par value \$.10 per share | 08/29/2006 | | M | 16,000 A \$ 12.775 | 22,818 | I | Wife ⁽¹⁾ |
| Common Stock, par value \$.10 per share | 08/29/2006 | | M | 12,000 A \$ 16.9625 | 34,818 | I | Wife ⁽¹⁾ |
| Common Stock, par | 08/29/2006 | | M | 5,000 A \$ 20.89 | 39,818 | I | Wife ⁽¹⁾ |

value
\$.10 per
share

Common
Stock, par
value
\$.10 per
share

08/29/2009

M

5,000

A

\$ 25.69

44,818

I

Wife ⁽¹⁾

Common
Stock, par
value
\$.10 per
share

48,124

D

Common
Stock, par
value
\$.10 per
share

1,816

I

401(k)
Stock

Common
Stock, par
value
\$.10 per
share

1,755 ⁽³⁾

I

401(k)
Stock-Wife
⁽²⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to | \$ 12.775 | 08/29/2006 | | M | 16,000 | 01/27/2006 | 08/30/2006 | Common Stock | 16,000 |

Buy)

Employee
Stock

| | | | | | | | | |
|-----------------------------|------------|------------|---|--------|------------|------------|-----------------|--------|
| Option (Right to Buy) | \$ 16.9625 | 08/29/2006 | M | 12,000 | 07/24/2006 | 08/30/2006 | Common Stock | 12,000 |
|-----------------------------|------------|------------|---|--------|------------|------------|-----------------|--------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|
| Option (Right to Buy) | \$ 20.89 | 08/29/2006 | M | 5,000 | 07/24/2006 | 08/30/2006 | Common Stock | 5,000 |
|-----------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|
| Option (Right to Buy) | \$ 25.69 | 08/29/2006 | M | 5,000 | 07/24/2006 | 08/30/2006 | Common Stock | 5,000 |
|-----------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VALERIUS STEVEN P 55 WAUGH DRIVE, SUITE 1000 HOUSTON, TX 77007 | | | Pres. Kirby Inland Marine, LP | |

Signatures

| | |
|---|---------------------|
| G. Stephen Holcomb, Agent and Attorney-in-Fact | 08/30/2006 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) Shares owned beneficially and of record by Mr. Valerius' wife. Mr. Valerius disclaims ownership of the shares.
- (2) Shares owned beneficially and of record by Mr. Valerius' wife through the Kirby Corporation 401(k) Plan. Mr. Valerius disclaims ownership of the shares.
- (3) Mr. Valerius' wife acquired 99 shares during 2006 pursuant to the Kirby Corporation 401(k) Plan, at prices ranging from \$26.25 to \$40.25, based on information reported on a plan statement dated August 28, 2006. Mr. Valerius disclaims beneficial ownership of the shares.

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.