

KIRBY CORP  
Form 4  
February 18, 2014

**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 \*  
Binion Gregory R.

(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)  
02/13/2014

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)

President-Marine Transportatio

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$.10 per share	02/13/2014		S		\$ 100.7506 (1)	D	
Common Stock, par value \$.10 per share	02/14/2014		M		\$ 65.28	D	
Common Stock, par value \$.10 per share	02/13/2014		S		\$ 100.62 (2)	D	

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Common Stock, par value \$.10 per share	02/18/2014	M	3,019	A	\$ 65.28	46,514	D	
Common Stock, par value \$.10 per share	02/14/2014	S	23,019	D	\$ 101.175 (3)	23,495	D	
Common Stock, par value \$.10 per share	02/14/2014	D	12,632	D	\$ 0	10,863	D	
Common Stock, par value \$.10 per share						849	I	401K Plan

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 65.28	02/14/2014		M	3,019	02/15/2013 02/15/2019	Common Stock	3,019	
Employee Stock Option (Right to Buy)	\$ 65.28	02/18/2014		M	3,019	02/14/2014 02/15/2019	Common Stock	3,019	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Binion Gregory R. 55 WAUGH DRIVE SUITE 1000 HOUSTON, TX 77007			President-Marine Transportatio	

## Signatures

G. Stephen Holcomb, Agent and Attorney-in-Fact	02/18/2014
__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).
- (1) The reported price is the weighted average sales price. The sales were at prices ranging from \$100.30 to \$101.82 per share. The reporting person will provide, upon request by the Commission staff, full information regarding the number of shares sold at each separate price.  
The reported price is the weighted average sales price. The sales were at prices ranging from \$100.60 to \$100.7775 per share. The reporting person will provide, upon request by the Commission staff, full information regarding the number of shares sold at each separate price.
  - (2) The reported price is the weighted average sales price. The sales were at prices ranging from \$101.00 to \$101.808 per share. The reporting person will provide, upon request by the Commission staff, full information regarding the number of shares sold at each separate price.
  - (3) The reported price is the weighted average sales price. The sales were at prices ranging from \$101.00 to \$101.808 per share. The reporting person will provide, upon request by the Commission staff, full information regarding the number of shares sold at each separate price.

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.