#### **HOLCOMB G STEPHEN**

Form 4

February 21, 2013

# FORM 4

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

OMB Number:

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**OMB APPROVAL** 

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

value \$.10

per share

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * HOLCOMB G STEPHEN				2. Issuer Name and Ticker or Trading Symbol KIRBY CORP [KEX]				0	5. Relationship of Reporting Person(s) to Issuer				
	(Last)	(First) (	(Middle)	3 Date o	ate of Earliest Transaction				(Check all applicable)				
	55 WAUGH DRIVE, SUITE 1000				Day/Year)	ransaction			Director 10% Owner X Officer (give title Other (specify below) Vice Pres-Investor Relations				
		(Street) 4. If Amendment, Date Original					,	6. Individual or Joint/Group Filing(Check					
HOUSTON, TX 77007			Filed(Month/Day/Year)				<i>1</i> - -	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
	11005101	10031011, 12 //00/						I	Person				
	(City)	(City) (State) (Zip) <b>Table I - Non-Derivative Securities Ac</b>						rities Acqu	quired, Disposed of, or Beneficially Owned				
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		n Date, if	3. Transactio Code (Instr. 8)	omr Dispo	urities Acquired (A bosed of (D) 3, 4 and 5) (A) or		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	(D)	Price	(mstr. 3 and 4)				
	Common Stock, par value \$.10 per share	02/20/2013			M	8,400	A	\$ 23.98	24,144	D			
	Common Stock, par value \$.10 per share	02/20/2013			S	8,400	D	\$ 76.0035	15,744	D			
	Common Stock, par								6,788	I	401(k) Stock		

Stock

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

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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. Transactic Code (Instr. 8)	Secur Acqu (A) o Dispo (D)	rities nired or osed of 3, 4,	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	\$ 23.98	02/20/2013		M		8,400	01/30/2012	01/30/2014	Common Stock	8,400

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOLCOMB G STEPHEN 55 WAUGH DRIVE SUITE 1000 HOUSTON, TX 77007

Vice Pres-Investor Relations

## **Signatures**

Buy)

G. Stephen 02/21/2013

\*\*Signature of Date
Reporting Person

**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 \$76.00 to \$76.02 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.

Reporting Owners 2

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