

Husted Amy D.
Form 4
February 05, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Husted Amy D.

(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)

02/01/2019

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)

VP and General Counsel

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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$.10 per share	02/04/2019		M	4,731	A \$ 66.72	19,102	D
Common Stock, par value \$.10 per share	02/04/2019		S	4,731	D \$ (1) 73.899	14,371	D
Common Stock, par value \$.10 per share						2,478	I 401(k)

Common Stock, par value \$.10 per share	200	I	Husband
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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	(2)	02/01/2019		A	6,315	(3) (3)	Common Stock	6,315
Employee Stock Option (Right to Buy)	\$ 73.93	02/01/2019		A	10,413	(4) 02/01/2026	Common Stock	10,413
Employee Stock Option (Right to Buy)	\$ 66.72	02/04/2019		M	4,731	02/06/2015 02/06/2019	Common Stock	4,731

Reporting Owners

Reporting Owner Name / Address	Relationships
Husted Amy D. 55 WAUGH DRIVE, SUITE 1000 HOUSTON, TX 77007	Director 10% Owner Officer Other VP and General Counsel

Signatures

Ronald A. Dragg, Agent and
Attorney-in-Fact

02/05/2019

__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 \$73.89 to \$73.91 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) Each restricted stock unit represents a contingent right to receive cash or one share of common stock of the issuer.
- (3) The restricted stock units vest in five equal annual installments beginning on January 24, 2020. Cash or shares of common stock of the issuer, at the election of the issuer, will be delivered to the reporting person on or as soon as practicable after the vesting dates.
- (4) Option is exercisable 33% after one year, 67% after two years and 100% after three years from date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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