

KIRBY CORP  
Form S-8  
October 26, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**Kirby Corporation**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

**55 Waugh Drive, Suite 1000**

**Houston, Texas 77007**

(Address of Principal Executive Offices)

**74-1884980**  
(I.R.S. Employer  
Identification No.)

**KIRBY CORPORATION 2005 STOCK AND INCENTIVE PLAN**

(Full title of the plan)

**David W. Grzebinski**

**Executive Vice President and Chief Financial Officer**

**Kirby Corporation**

**55 Waugh Drive, Suite 1000**

**Houston, Texas 77007**

(Name and address of agent for service)

**(713) 435-1000**

(Telephone number, including area code, of agent for service)

*copy to:*

**Thomas G. Adler, Esq.**

**Fulbright & Jaworski L.L.P.**

**2200 Ross Avenue**

**Suite 2800**

**Dallas, Texas 75201**

**(214) 855-8000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
Stock Options and Common Stock, par value \$0.10 per share	2,000,000 shares	\$58.615	\$117,230,000	\$15,990.17

- (1) Consists of 2,000,000 shares of common stock, par value \$0.10 per share, reserved for issuance to employees of Kirby Corporation (the Company ) and its subsidiaries pursuant to the Kirby Corporation 2005 Stock and Incentive Plan, as amended (the Plan ). In addition, if, as a result of stock splits, stock dividends or similar transactions, the number of securities purported to be registered on this Registration Statement changes, the provisions of Rule 416 under the Securities Act of 1933, as amended, shall apply to this Registration Statement, and this Registration Statement shall be deemed to cover the additional securities resulting from the split of, or dividend on, the securities covered by this Registration Statement.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act of 1933, as amended. The offering price per share and aggregate offering price are based upon the average of the high and low prices reported on the New York Stock Exchange on October 23, 2012.

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**REGISTRATION OF ADDITIONAL SHARES UNDER**

**THE KIRBY CORPORATION 2005 STOCK AND INCENTIVE PLAN**

This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which a registration on this form relating to the Plan is effective. This Registration Statement is filed for the purpose of registering an additional 2,000,000 shares of common stock, par value \$0.10 per share, of the Company pursuant to the Plan. Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 registering 1,000,000 shares of the Company's common stock, originally filed on October 28, 2005 (Registration Statement 333-129290) (the "Original Registration Statement"), are incorporated by reference into this Registration Statement. A 2-for-1 split of the Company's common stock was effected on May 31, 2006, which increased the number of shares covered by the Plan and the Original Registration Statement from 1,000,000 to 2,000,000. In addition, on July 22, 2008, a Registration Statement on Form S-8 was filed which registered an additional 1,000,000 shares and increased the number of shares covered by the Plan and the Original Registration Statement from 2,000,000 to 3,000,000. Upon effectiveness of this Registration Statement covering an additional 2,000,000 shares, a maximum of 5,000,000 shares may be issued under the Plan.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The following documents are filed as a part of this Registration Statement.

<b>Exhibit Number</b>	<b>Description</b>
4.1*	Kirby Corporation 2005 Stock and Incentive Plan, as amended
5.1*	Opinion of Fulbright & Jaworski L.L.P.
23.1*	Consent of Fulbright & Jaworski L.L.P. (included in the opinion filed as Exhibit 5.1 hereto).
23.2*	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
24.1*	Power of Attorney (included with signature page of this Registration Statement).

\* Filed herewith

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on October 23, 2012.

**KIRBY CORPORATION**

By: /s/ Joseph H. Pyne  
Joseph H. Pyne  
Chairman of the Board and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Joseph H. Pyne and David W. Grzebinski as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person hereby ratifying and confirming that said attorney-in-fact and agent or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ Joseph H. Pyne	Chairman of the Board and Chief Executive Officer	October 23, 2012
Joseph H. Pyne	(Principal Executive Officer)	
/s/ David W. Grzebinski	Executive Vice President and Chief Financial Officer	October 23, 2012
David W. Grzebinski	(Principal Financial Officer)	
/s/ Ronald A. Dragg	Vice President and Controller	October 23, 2012
Ronald A. Dragg	(Principal Accounting Officer)	
/s/ Richard J. Alario	Director	October 23, 2012
Richard J. Alario		
/s/ C. Sean Day	Director	October 23, 2012
C. Sean Day		
/s/ Bob G. Gower	Director	October 23, 2012
Bob G. Gower		
/s/ William M. Lamont, Jr.	Director	October 23, 2012

William M. Lamont, Jr.

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/s/ C. Berdon Lawrence	Director	October 23, 2012
C. Berdon Lawrence		
/s/ David L. Lemmon	Director	October 23, 2012
David L. Lemmon		
/s/ Monte J. Miller	Director	October 23, 2012
Monte J. Miller		
/s/ George A. Peterkin, Jr.	Director	October 23, 2012
George A. Peterkin, Jr.		
/s/ Richard R. Stewart	Director	October 23, 2012
Richard R. Stewart		

**INDEX TO EXHIBITS**

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