

KINDER MORGAN, INC.
Form 4
February 18, 2011

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 *
GS Capital Partners VI GmbH & Co
KG

2. Issuer Name and Ticker or Trading Symbol
KINDER MORGAN, INC. [KMI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 WEST STREET,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2011

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

New York, NY 10282

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

(City) (State) (Zip)

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) | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|------------|---|---------------------------|
| Class P Common Stock | 02/16/2011 | | C | V | 43,639,298 (2) | A | (2) | 43,639,298 | I | See footnotes (1) (2) (4) |
| Class P Common Stock | 02/16/2011 | | S | D | 43,639,298 (2) | D | \$ 29.1 | 0 | I | See footnotes (1) (2) (4) |

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. 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 of Number of Shares |
| Class A Common Stock, Series A-1 | (2) | 02/16/2011 | | C | 34,985,360 | (2) | (2) | Class P Common Stock | 34,985,360 (2) |
| Class A Common Stock, Series A-2 | (2) | 02/16/2011 | | C | 8,653,938 | (2) | (2) | Class P Common Stock | 8,653,938 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GS Capital Partners VI GmbH & Co KG 200 WEST STREET New York, NY 10282 | | X | | |
| GOLDMAN, SACHS MANAGEMENT GP GMBH MESSERTURM FRIEDRICH-EBERT-ANLAGE 49 FRANKFURT AM MAIN, 2M 60323, 2M 00000 | | X | | |
| GSCP VI GmbH Knight Holdings C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GSCP KMI Offshore Advisors, Inc. C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282 | | X | | |

Signatures

/s/ Yvette Kopic, Attorney-in-fact, GS Capital Partners VI GmbH & Co. KG

02/18/2011

__Signature of Reporting Person

Date

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/s/ Yvette Kotic, Attorney-in-fact, Goldman, Sachs Management GP GmbH 02/18/2011

__Signature of Reporting Person Date

/s/ Yvette Kotic, Attorney-in-fact, GSCP VI GMBH Knight Holdings 02/18/2011

__Signature of Reporting Person Date

/s/ Yvette Kotic, Attorney-in-fact, GSCP KMI Offshore Advisors, Inc. 02/18/2011

__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) See Exhibit 99.1 for text of footnote (1).

(2) See Exhibit 99.1 for text of footnote (2).

(3) See Exhibit 99.1 for text of footnote (3).

(4) See Exhibit 99.1 for text of footnote (4).

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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