

KINDER MORGAN, INC.
Form 4
February 18, 2011

FORM 4

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

OMB APPROVAL

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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 *
Highstar Capital LP

(Last) (First) (Middle)

277 PARK AVENUE, 45TH FLOOR

(Street)

NEW YORK, NY 10172

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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)
			Code V	Amount	(A) or (D) Price		
Class P Common Stock	02/16/2011		C	27,599,660	A <u>(2)</u> 27,599,660	I	See footnotes (1) (2) (3) (4) (8)
Class P Common Stock	02/16/2011		S	27,599,660	D \$ 29.1 0	I	See footnotes (1) (2) (3) (4) (8)

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

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SEC 1474 (9-02)

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Shares and Class C Shares into Common Shares, and the Class A Shares will have their conversion ratio reduced in proportion to the amount of Common Shares that the Class B Shares and Class C Shares receive upon conversion.

The total number of Common Shares that the Class A Shares, Class B Shares and Class C Shares may receive in the aggregate is fixed. The formula for the conversion of Class A Shares, Class B Shares and Class C Shares into Common Shares, as well as the terms and conditions of such conversions, are specified in Article Fourth of the Issuer's Certificate of Incorporation, filed as Exhibit 3.1 of the

- (3) Issuer's Amendment No. 3 to the Registration Statement on Form S-1, filed with the Securities and Exchange Commission on January 26, 2011. In connection with the Issuer's initial public offering of its Common Shares (the "IPO"), each Reporting Person converted a portion of its Class A Shares, on a one-for-one basis, into the Common Shares that such Reporting Person sold in the IPO, which was consummated on February 16, 2011:

- (4) Highstar II Knight Acquisition Sub, L.P. ("Highstar II") converted 1,021,601 shares of Series A-3 Class A Shares into an equal number of Common Shares that were sold in the IPO. Highstar KMI Blocker LLC ("Highstar KMI") converted 20,027,128 shares of Series A-3 Class A Shares into an equal number of Common Shares that were sold in the IPO. Highstar Knight Partners, L.P. ("Highstar Knight") converted 6,550,931 shares of Series A-3 Class A Shares into an equal number of Common Shares that were sold in the IPO.

- (5) These Class A Shares are held for the account of Highstar II. Highstar Capital LP, a Delaware limited liability partnership ("Highstar Capital") serves as investment manager for Highstar II. Highstar Capital is controlled by Messrs. Lee, Miller, Stokes, Beall and Litman.

- (6) These Class A Shares are held for the account of Highstar KMI. Highstar Capital serves as investment manager for Highstar KMI. Highstar Capital is controlled by Messrs. Lee, Miller, Stokes, Beall and Litman.

- (7) These Class A Shares are held for the account of Highstar Knight. Highstar Capital serves as investment manager for Highstar Knight. Highstar Capital is controlled by Messrs. Lee, Miller, Stokes, Beall and Litman.

- (8) Each Reporting Person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any securities covered by this statement. Each Reporting Person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

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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