

Dang Kimberly A
 Form 4
 December 27, 2012

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 *
 Dang Kimberly A

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)
 1001 LOUISIANA STREET, SUITE 1000
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/26/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP & Chief Financial Officer

HOUSTON, TX 77002
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 | 12/26/2012 | | M | | 11,524 | A | Ⓛ 84,450 | D | |
| Class P common stock | 12/13/2012 | | G | V | 50,000 | D | \$ 0 994,391 | I | By Limited Partnership (2) |
| Class P common stock | 12/26/2012 | | M | | 1,031,657 | A | Ⓛ 2,026,048 | I | By Limited Partnership (2) |

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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class C common stock | (1) | 12/26/2012 | | M | 17,905 | (3) | (3) | Class P Common Stock | 11,524 (1) |
| Class B common stock | (1) | 12/26/2012 | | M | 1,164,813 | (3) | (3) | Class P Common Stock | 1,031,657 (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dang Kimberly A 1001 LOUISIANA STREET, SUITE 1000 HOUSTON, TX 77002 | | | VP & Chief Financial Officer | |

Signatures

/s/ Kimberly A. Dang 12/26/2012

**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).

- The shares of the series of Class B common stock and Class C common stock held by the Reporting Person automatically converted into
- (1) shares of Class P common stock upon the election of the holders of at least two-thirds of the shares of such series of Class A common stock and the holders of at least two-thirds of the shares of such series of Class B common stock.
 - (2) The Reporting Person disclaims 10% of any beneficial ownership of the shares owned by such limited partnership.
 - (3) Not applicable.

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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