

Litman Scott  
 Form 3  
 February 10, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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. Date of Event Requiring Statement

(Month/Day/Year)  
 02/10/2011

3. Issuer Name and Ticker or Trading Symbol  
 Kinder Morgan Holdco LLC [KMI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date Expiration Date Title Amount or Number of Shares

(Instr. 5)

CLASS A COMMON STOCK	Â (1)(2)(3)	Â (1)(2)(3)	CLASS P COMMON STOCK	4,177,898	\$ (1) (2) (3)	I	See Footnotes (4) (8)
CLASS A COMMON STOCK	Â (1)(2)(3)	Â (1)(2)(3)	CLASS P COMMON STOCK	20,743,460	\$ (1) (2) (3)	I	See Footnotes (5) (8)
CLASS A COMMON STOCK	Â (1)(2)(3)	Â (1)(2)(3)	CLASS P COMMON STOCK	61,158,637	\$ (1) (2) (3)	I	See Footnotes (6) (8)
CLASS A COMMON STOCK	Â (1)(2)(3)	Â (1)(2)(3)	CLASS P COMMON STOCK	26,790,415	\$ (1) (2) (3)	I	See Footnotes (7) (8)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Highstar Capital LP 277 PARK AVENUE, 45TH FLOOR NEW YORK, NY 10172	Â	Â X	Â	Â
Beall Christopher 277 PARK AVENUE, 45TH FLOOR NEW YORK, NY 10172	Â	Â X	Â	Â
Litman Scott 277 PARK AVENUE, 45TH FLOOR NEW YORK, NY 10172	Â	Â X	Â	Â
Lee Christopher Hoiles 277 PARK AVENUE, 45TH FLOOR NEW YORK, NY 10172	Â	Â X	Â	Â

## Signatures

/s/ Scott Litman Name: Scott Litman Title: Executive Vice-President of Highstar Capital, L.P.

02/10/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 Reporting Persons hold Series A-3 shares of Class A Common Stock ("Class A Shares"). A holder of Class A Shares may, from time to time prior to May 31, 2015, elect to convert some, or all, of its Class A Shares in order to sell the resulting shares of the Issuer's Class P Common Stock ("Common Shares") to a third party or to make a distribution of such resulting Common Shares to its investors or partners. As of the date of this filing, Class A Shares are convertible on a one-for-one basis into Common Shares.
- (2) As certain thresholds are met through holders of Class A Shares receiving additional value in the future from their ownership of the Class A Shares, either via distributions paid by the Issuer on such Class A Shares or future sales or distributions to its investors or partners of Common Shares received upon conversion of their Class A Shares, the holders of the Issuer's Series B-3 Class B Common Stock ("Class

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B Shares") and Series C-3 Class C Common Stock ("Class C Shares") will convert or be entitled to convert a portion of their Class B 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. Each Reporting Person will convert some of its Class A Shares, on a one-for-one basis, into the Common Stock that such Reporting Person will sell in the Issuer's initial public offering of its Common Stock (the "IPO"). This conversion of Class A Common Stock into Class P Common Stock will occur prior to the closing of the IPO.

These Class A Shares are held for the account of Highstar II Knight Acquisition Sub, L.P. ("Highstar II"). Highstar Capital, L.P., a

- (4) 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.

- (5) These Class A Shares are held for the account of Highstar III Knight Acquisition Sub, L.P. ("Highstar III"). Highstar Capital serves as investment manager for Highstar III. 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 Blocker LLC ("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 Partners, L.P. ("Highstar Knight"). Highstar Capital serves as investment manager for Highstar Knight. Highstar Capital is controlled by Messrs. Lee, Miller, Stokes, Beall and Litman.

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.

(8)

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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