

TCG HOLDINGS LLC
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 *
TCG HOLDINGS LLC

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)

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

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

C/O THE CARLYLE GROUP
1001, PENNSYLVANIA AVE.,
NW, SUITE 220 S

(Street)

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

WASHINGTON, DC 20004-2505

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class P Common Stock	02/16/2011		C		17,651,778	A	17,651,778
Class P Common Stock	02/16/2011		C		1,622,038	A	1,622,038
Class P Common Stock	02/16/2011		S		17,651,778	D	\$ 29.1 0
Class P Common Stock	02/16/2011		S		1,622,038	D	\$ 0

See footnote (2)

See footnote (3)

See footnote (2)

See

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Common Stock 29.1 footnote (3)

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

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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 A Common Stock, Series A-4	(1)	02/16/2011		C	17,651,778	(1) (1)	Class P Common Stock (1)
Class A Common Stock, Series A-4	(1)	02/16/2011		C	1,622,038	(1) (1)	Class P Common Stock (1)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TCG HOLDINGS LLC
C/O THE CARLYLE GROUP 1001
PENNSYLVANIA AVE., NW, SUITE 220 S
WASHINGTON, DC 20004-2505

X

TC GROUP LLC
C/O THE CARLYLE GROUP 1001
PENNSYLVANIA AVE., NW, SUITE 220 S
WASHINGTON, DC 20004-2505

X

TC Group IV Managing GP, L.L.C.
C/O THE CARLYLE GROUP 1001

X

PENNSYLVANIA AVE., NW, SUITE 220 S
WASHINGTON, DC 20004-2505

TC Group IV, L.P.
C/O THE CARLYLE GROUP 1001 X
PENNSYLVANIA AVE., NW, SUITE 220 S
WASHINGTON, DC 20004-2505

Carlyle Partners IV Knight, L.P.
C/O THE CARLYLE GROUP 1001 X
PENNSYLVANIA AVE., NW, SUITE 220 S
WASHINGTON, DC 20004-2505

Signatures

/s/ R. Rainey Hoffman,
attorney-in-fact 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).

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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