

KINDER MORGAN, INC.
Form 4
June 13, 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 *
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)
05/30/2012

____ 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
 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|---------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Class P Common Stock | 05/30/2012 | | J ⁽²⁾ | | 238,659 | A | <u>(2)</u> 238,659 | I | See footnotes (1) (2) (5) |
| Class P Common Stock | 06/11/2012 | | C | | 36,695,835 ⁽³⁾ | A | <u>(3)</u> 36,934,494 | I | See footnotes (1) (3) (5) |
| Class P Common Stock | 06/11/2012 | | S | | 36,695,835 ⁽³⁾ | D | \$ 31.73 238,659 ⁽⁴⁾ | I | See footnotes (1) (3) (5) |

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) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|------------|-----|--|-----------------|--|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Warrants (right to buy) | \$ 40 | 05/30/2012 | | J ⁽²⁾ | | 360,639 | | 05/30/2012 | 05/25/2017 | Class P Common Stock |
| Class A Common Stock, Series A-1 | ⁽³⁾ | 06/11/2012 | | C | | 30,521,836 | | ⁽³⁾ | ⁽³⁾ | Class P Common Stock |
| Class A Common Stock, Series A-2 | ⁽³⁾ | 06/11/2012 | | C | | 7,554,291 | | ⁽³⁾ | ⁽³⁾ | Class P Common Stock |

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 MESSETURM FRIEDRICH-EBERT-ANLAGE 49 FRANKFURT AM MAIN 60323, 2M 2M 0000 | | X | | |
| GSCP VI GmbH Knight Holdings 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GSCP KMI Offshore Advisors, Inc. | | X | | |

C/O GOLDMAN, SACHS & CO.
200 WEST STREET
NEW YORK, NY 10282

Signatures

/s/ Yvette Kusic,
Attorney-in-fact 06/13/2012

__Signature of Reporting Person Date

/s/ Yvette Kusic,
Attorney-in-fact 06/13/2012

__Signature of Reporting Person Date

/s/ Yvette Kusic,
Attorney-in-fact 06/13/2012

__Signature of Reporting Person Date

/s/ Yvette Kusic,
Attorney-in-fact 06/13/2012

__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).
- (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).
- (5) See Exhibit 99.1 for text of footnote (5).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.