

KINDER RICHARD D

Form 4

December 27, 2012

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KINDER RICHARD D

(Last) (First) (Middle)

1001 LOUISIANA STREET, SUITE  
1000

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

KINDER MORGAN, INC. [KMI]

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

12/26/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chairman &amp; CEO

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)
Class P common stock	12/26/2012		M	187,741,404	A <u>11</u>	218,755,441	D
Class P common stock	12/26/2012		M	11,004,345	A <u>11</u>	229,759,786	D
Class P common stock	12/26/2012		M	5,502,172	A <u>11</u>	11,072,258	I
Class P common	12/26/2012		M	40,467	A <u>11</u>	40,467	I

By Limited  
Partnership  
(2)

By Spouse  
(3)

stock

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

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SEC 1474  
(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 Number Shares
Class A common stock	(1)	12/26/2012		M	216,492,170	(4) (4)	Class P Common Stock 187,74 (1)
Class B common stock	(1)	12/26/2012		M	12,424,677	(4) (4)	Class P Common Stock 11,004 (1)
Class B common stock	(1)	12/26/2012		M	6,212,338	(4) (4)	Class P Common Stock 5,502,1
Class A common stock	(1)	12/26/2012		M	46,664	(4) (4)	Class P Common Stock 40,46

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KINDER RICHARD D 1001 LOUISIANA STREET, SUITE 1000 HOUSTON, TX 77002	X	X	Chairman & CEO	

## Signatures

/s/ Richard D.  
Kinder

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 A common stock and Class B 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 99% of any beneficial ownership of the shares owned by such limited partnership.

(3) The Reporting Person disclaims any and all beneficial or pecuniary interest in the shares owned by his spouse.

(4) 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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