

GS Capital Partners VI Parallel LP

Form 4/A

June 22, 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 \*  
GSCP KMI Investors Offshore, LP

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

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

05/30/2012

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

(Street)

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

06/13/2012

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting  
Person

NEW YORK, NY 10282

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)

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Derivative Security			Code	V	(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
					(A)	(D)				
Warrants (right to buy)	\$ 40	05/30/2012	J		361,881 (3)		05/30/2012	05/25/2017	Class P Common Stock	361,881
Warrants (right to buy)	\$ 40	06/06/2012	P		32 (4)		05/30/2012	05/25/2017	Class P Common Stock	32
Warrants (right to buy)	\$ 40	06/06/2012	S			1,274 (4)	05/30/2012	05/25/2017	Class P Common Stock	1,274

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GSCP KMI Investors Offshore, LP 200 WEST STREET NEW YORK, NY 10282		X		
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GS CAPITAL PARTNERS V FUND, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GS Capital Partners VI Parallel LP 200 WEST STREET NEW YORK, NY 10282		X		
GS Capital Partners VI Fund, L.P. 200 WEST STREET NEW YORK, NY 10282-2198		X		
GS GLOBAL INFRASTRUCTURE PARTNERS I L P 200 WEST STREET NEW YORK, NY 10282		X		
GSCP KMI Investors LP 200 WEST STREET NEW YORK, NY 200 WEST S		X		

Goldman Sachs KMI Investors LP  
200 WEST STREET  
NEW YORK, NY 10282 X

GSCP V OFFSHORE ADVISORS, L.L.C.  
200 WEST STREET  
NEW YORK, NY 10282-2198 X

GS INSTITUTIONAL INFRASTRUCTURE PARTNERS I L P  
200 WEST STREET  
NEW YORK, NY 10282 X

## Signatures

/s/ Yvette Kosc,  
Attorney-in-fact 06/22/2012

\_\_Signature of Reporting Person Date

/s/ Yvette Kosc,  
Attorney-in-fact 06/22/2012

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/s/ Yvette Kosc,  
Attorney-in-fact 06/22/2012

\_\_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).

(6) See Exhibit 99.1 for text of footnote (6).

(7) See Exhibit 99.1 for text of footnote (7).

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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