

KINDER MORGAN, INC.

Form 4

August 17, 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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDMAN SACHS GROUP INC**

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

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

KINDER MORGAN, INC. [KMI]

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

08/15/2012

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)

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	08/15/2012		M	26,249,532 (2)	A (2) 26,487,948	I	See footnotes (1) (2) (3) (5)
Class P Common Stock	08/15/2012		M	6,491,549 (2)	A (2) 32,979,497	I	See footnotes (1) (2) (3) (5)
Class P Common Stock	08/15/2012		S	32,741,081 (2)	D \$ 34.51 238,416 (3)	I	See footnotes (1) (2) (3) (4) (5)

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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 of Number of Shares
Class A Common Stock, Series A-1	(2)	08/15/2012		M		31,560,758		(2)	(2)	Class P Common Stock	26,249, (2)
Class A Common Stock, Series A-2	(2)	08/15/2012		M		7,816,658		(2)	(2)	Class P Common Stock	6,491,5 (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282	X	X		
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282	X	X		See footnotes (1), (2) and (3)
GS CAPITAL PARTNERS V OFFSHORE FUND, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GSCP V Offshore Knight Holdings, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
		X		

GSCP V Germany Knight Holdings, L.P.  
200 WEST STREET  
NEW YORK, NY 10282

GS Capital Partners VI Offshore Fund, L.P.  
200 WEST STREET  
NEW YORK, NY 10282

X

See footnotes (1), (2) and (3)

GSCP VI Offshore Knight Holdings, L.P.  
200 WEST STREET  
NEW YORK, NY 10282

X

GSCP VI Germany Knight Holdings, L.P.  
200 WEST STREET  
NEW YORK, NY 10282

X

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

X

GS Infrastructure Knight Holdings, L.P.  
200 WEST STREET  
NEW YORK, NY 10282

X

## Signatures

/s/ Yvette Kotic,  
Attorney-in-fact 08/17/2012

\_\_Signature of Reporting Person

Date

/s/ Yvette Kotic,  
Attorney-in-fact 08/17/2012

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/s/ Yvette Kosic,  
Attorney-in-fact

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/s/ Yvette Kosic,  
Attorney-in-fact

08/17/2012

\_\_Signature of Reporting Person

Date

/s/ Yvette Kosic,  
Attorney-in-fact

08/17/2012

\_\_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.

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