

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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GS ADVISORS V, L.L.C.

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)

08/15/2012

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

(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

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)
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
GS ADVISORS V, L.L.C. 200 WEST STREET NEW YORK, NY 10282	X	X		
GSCP VI Offshore Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		
GS Advisors VI, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		
GS Infrastructure Advisors 2006 L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		
GSCP KMI Advisors, L.L.C. 200 WEST STREET		X		

NEW YORK, NY 10282

GSCP V ADVISORS, L.L.C.

200 WEST STREET

NEW YORK, NY 10282

X

GSCP VI Advisors, L.L.C.

200 WEST STREET

NEW YORK, NY 10282

X

GS KMI Advisors, L.L.C.

200 WEST STREET

NEW YORK, NY 10282

X

GS CAPITAL PARTNERS V GMBH & CO. KG

200 WEST STREET

NEW YORK, NY 10282

X

GSCP V GmbH Knight Holdings

200 WEST STREET

NEW YORK, NY 10282

X

## Signatures

/s/ Yvette Koscic,

Attorney-in-fact

08/17/2012

\_\_Signature of Reporting Person

Date

/s/ Yvette Koscic,

Attorney-in-fact

08/17/2012

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08/17/2012

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Date

08/17/2012

/s/ Yvette Kosic,  
Attorney-in-fact

\_\_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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