

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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GS Capital Partners VI GmbH & Co  
KG

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

# Edgar Filing: KINDER MORGAN, INC. - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Capital Partners VI GmbH & Co KG<br>200 WEST STREET<br>NEW YORK, NY 10282                                       | X             | X         |         |       |
| GOLDMAN, SACHS MANAGEMENT GP GMBH<br>MESSETURM<br>FRIEDRICH-EBERT-ANLAGE 49<br>FRANKFURT AM MAIN 60323, 2M 2M 0000 |               | X         |         |       |
| GSCP VI GmbH Knight Holdings<br>200 WEST STREET<br>NEW YORK, NY 10282                                              |               | X         |         |       |
| GSCP KMI Offshore Advisors, Inc.<br>C/O GOLDMAN, SACHS & CO.<br>200 WEST STREET<br>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

\_\_Signature of Reporting Person Date

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

\_\_Signature of Reporting Person Date

/s/ Yvette Koscic,  
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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