

KINDER MORGAN, INC.  
Form 4  
December 12, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
C/R Energy GP III, LLC

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)  
712 FIFTH AVENUE, 51ST FLOOR  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/09/2011

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

NEW YORK, NY 10019

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

(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	(A) or (D)	Price
Class P Common Stock	12/09/2011		C		1,202,991	A	1,202,991
Class P Common Stock	12/09/2011		S		1,202,991	D	\$ 25.35
Class P Common Stock	12/09/2011		C		4,141,892	A	4,141,892
Class P Common Stock	12/09/2011		S		4,141,892	D	\$ 25.35

Edgar Filing: KINDER MORGAN, INC. - Form 4

Class P Common Stock	12/09/2011		C	2,799,420	A	<u>(1)</u>	2,799,420	I	See footnote (4)
Class P Common Stock	12/09/2011		S	2,799,420	D	\$ 25.35	0	I	See footnote (4)
Class P Common Stock	12/09/2011		C	114,992	A	<u>(1)</u>	114,992	I	See footnote (5)
Class P Common Stock	12/09/2011		S	114,992	D	\$ 25.35	0	I	See footnote (5)
Class P Common Stock	12/09/2011		C	24,489	A	<u>(1)</u>	24,489	I	See footnote (6)
Class P Common Stock	12/09/2011		S	24,489	D	\$ 25.35	0	I	See footnote (6)

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 or Number of Shares
Class A Common Stock, Series A-5	<u>(1)</u>	12/09/2011		C	1,205,504	<u>(1)</u>	<u>(1)</u>	Class P Common Stock	1,202,99
Class A Common Stock, Series A-5	<u>(1)</u>	12/09/2011		C	4,150,546	<u>(1)</u>	<u>(1)</u>	Class P Common Stock	4,141,89

Class A Common Stock, Series A-5	(1)	12/09/2011	C	2,805,269	(1)	(1)	Class P Common Stock	2,799,42
Class A Common Stock, Series A-5	(1)	12/09/2011	C	115,232	(1)	(1)	Class P Common Stock	114,992
Class A Common Stock, Series A-5	(1)	12/09/2011	C	24,540	(1)	(1)	Class P Common Stock	24,489

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
C/R Energy GP III, LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
C/R KNIGHT PARTNERS, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
Carlyle/Riverstone Knight Investment Partnership, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
Carlyle/Riverstone Energy Partners III, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		

## Signatures

/s/ Pierre F.

Lapeyre, Jr.

12/09/2011

\*\*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).

Edgar Filing: KINDER MORGAN, INC. - Form 4

- (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).

**Remarks:**

Exhibit List Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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