

GS Capital Partners VI Parallel LP  
 Form 4  
 August 17, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/15/2012

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

NEW YORK, NY 10282

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	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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(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)	Amount of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
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
GSCP KMI Investors Offshore, LP 200 WEST STREET NEW YORK, NY 10282	X	X		
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. 200 WEST STREET NEW YORK, NY 10282-2198		X		
GS CAPITAL PARTNERS V FUND, L.P. 200 WEST STREET NEW YORK, NY 10282-2198		X		
GS Capital Partners VI Parallel LP 200 WEST STREET NEW YORK, NY 10282-2198		X		
		X		

GS Capital Partners VI Fund, L.P.  
200 WEST STREET  
NEW YORK, NY 10282-2198

GS GLOBAL INFRASTRUCTURE PARTNERS I L P  
200 WEST STREET  
NEW YORK, NY 10282-2198 X

GS INSTITUTIONAL INFRASTRUCTURE PARTNERS I L P  
200 WEST STREET  
NEW YORK, NY 10282-2198 X

GSCP KMI Investors LP  
200 WEST STREET  
NEW YORK, NY 10282-2198 X

Goldman Sachs KMI Investors LP  
200 WEST STREET  
NEW YORK, NY 10282-2198 X

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

## Signatures

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

\_\_Signature of Reporting Person Date

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

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Attorney-in-fact 08/17/2012

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<u>  </u> **Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	08/17/2012

<u>  </u> **Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	08/17/2012

<u>  </u> **Signature of Reporting Person	Date
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## 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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