

KINDER MORGAN, INC.  
Form 4  
June 13, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
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)  
05/30/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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	05/30/2012		J <sup>(2)</sup>		238,659	A	<sup>(2)</sup>
Class P Common Stock	06/11/2012		C		36,695,835 <sup>(3)</sup>	A	<sup>(3)</sup>
Class P Common Stock	06/11/2012		S		36,695,835 <sup>(3)</sup>	D	\$ 31.73

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Warrants (right to buy)	\$ 40	05/30/2012		J <sup>(2)</sup>		360,639		05/30/2012	05/25/2017	Class P Common Stock
Class A Common Stock, Series A-1	<sup>(3)</sup>	06/11/2012		C		30,521,836		<sup>(3)</sup>	<sup>(3)</sup>	Class P Common Stock
Class A Common Stock, Series A-2	<sup>(3)</sup>	06/11/2012		C		7,554,291		<sup>(3)</sup>	<sup>(3)</sup>	Class P Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GS Capital Partners VI GmbH & Co KG 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN, SACHS MANAGEMENT GP GMBH MESSETURM FRIEDRICH-EBERT-ANLAGE 49 FRANKFURT AM MAIN 60323, 2M 2M 0000		X		
GSCP VI GmbH Knight Holdings 200 WEST STREET NEW YORK, NY 10282		X		
GSCP KMI Offshore Advisors, Inc.		X		

C/O GOLDMAN, SACHS & CO.  
200 WEST STREET  
NEW YORK, NY 10282

## Signatures

/s/ Yvette Kotic,  
Attorney-in-fact 06/13/2012

\_\_Signature of Reporting Person Date

/s/ Yvette Kotic,  
Attorney-in-fact 06/13/2012

\_\_Signature of Reporting Person Date

/s/ Yvette Kotic,  
Attorney-in-fact 06/13/2012

\_\_Signature of Reporting Person Date

/s/ Yvette Kotic,  
Attorney-in-fact 06/13/2012

\_\_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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