### Edgar Filing: KKR & Co. L.P. - Form 4

| KKR & Co<br>Form 4  |   |  |  |  |   |  |  |  |                          |  |  |
|---|---|--|--|--|---|--|--|--|--------------------------|--|--|
| February 24   | ЛЛ                                      |  |  |  |   |  |  |  | PPROVAL                  |  |  |
|   | UNITED                                  | STATES                                     |  | RITIES A<br>ashington                  |   |  | E COMMISSIO  | N OMB<br>Number:   | 3235-0287                |  |  |
| Check i<br>if no lo<br>subject<br>Section<br>Form 4<br>Form 5<br>obligati<br>may co | MENT OF<br>rsuant to S<br>(a) of the F  | Section<br>Public U                        | <b>SECUI</b><br>16(a) of th<br>Jtility Hol           | Estimated<br>burden hou<br>response    | Estimated average<br>burden hours per<br>response 0.5 |  |  |  |                          |  |  |
| <i>See</i> Ins 1(b).  | truction                                | 30(h)                                      | of the I   | nvestmen                               | t Compar  | ny Act of 1  | 940  |  |                          |  |  |
| (Print or Type  | e Responses)                            |  |  |  |   |  |  |  |                          |  |  |
| 1. Name and Address of Reporting Person <u>*</u><br>FISHER TODD A                   |   |  | Symbol   | er Name <b>an</b><br>& Co. L.P         |   | Trading  | 5. Relationship of Reporting Person(s) to<br>Issuer  |  |                          |  |  |
| (Last)  | (First) (                               | Middle)                                    | 3. Date of Earliest Transaction                      |  |   |  | (Check all applicable)   |  |                          |  |  |
| C/O KKR & CO. L.P., 9 WEST<br>57TH STREET, 42ND FLOOR                               |   |  | (Month/<br>02/22/2                                   | Day/Year)<br>2012                      |   |  | Director 10% Owner<br>X Officer (give title Other (specify<br>below) below)<br>Chief Administrative Officer                                      |  |                          |  |  |
| (Street)<br>NEW YORK, NY 10019  |   |  | 4. If Amendment, Date Original Filed(Month/Day/Year) |  |   |  | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting |  |                          |  |  |
| (City)  | (State)                                 | (Zip)                                      | Tal  | ale I - Non-                           | Derivative  | Securities A   | Person Acquired, Disposed  | of or Beneficia  | lly Owned                |  |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deeme<br>Execution<br>any<br>(Month/Da | ed<br>Date, if                                       | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securit<br>mAcquired<br>Disposed<br>(Instr. 3, 4   | ies<br>(A) or<br>of (D)<br>4 and 5)<br>(A)<br>or       | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)                               | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect |  |  |
| Domindom D  | anant an a samanata lin                 | for each al                                | on of an   |  | Amount  | (D) Price  |  |  |                          |  |  |
| Keminder: Ko  | eport on a separate line                | e for each cla                             | ass of sec   | unues bene                             | Perso<br>inforn<br>requir                             | ns who res<br>nation con<br>red to resp<br>nys a curre | or indirectly.<br>spond to the colle<br>tained in this forn<br>ond unless the fo<br>ntly valid OMB co  | n are not<br>rm  | SEC 1474<br>(9-02)       |  |  |

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.        | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti | orDerivative | Expiration Date         | Underlying Securities  |
| Security    | or Exercise |                     | any                | Code      | Securities   | (Month/Day/Year)        | (Instr. 3 and 4)       |

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| (Instr. 3)                    | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8 | - | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |     |                     |                    |                 |                                  |
|-------------------------------|------------------------------------|------------|------------------|-----------|---|---|-----|---------------------|--------------------|-----------------|----------------------------------|
|                               |                                    |            |                  | Code      | v | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Restricted<br>Equity<br>Units | <u>(1)</u>                         | 02/22/2012 |                  | А         |   | 170,152   |     | (1)                 | (1)                | Common<br>Units | 170,152                          |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                                    |       |  |  |  |  |
|---|---------------|-----------|------------------------------------|-------|--|--|--|--|
| Treforming Connection of the const  | Director      | 10% Owner | Officer                            | Other |  |  |  |  |
| FISHER TODD A<br>C/O KKR & CO. L.P.<br>9 WEST 57TH STREET, 42ND FLOOR<br>NEW YORK, NY 10019 |               |           | Chief<br>Administrative<br>Officer |       |  |  |  |  |
| Signatures  |               |           |                                    |       |  |  |  |  |
| le David I Sorkin   |               |           |                                    |       |  |  |  |  |

Date

### /s/ David J. Sorkin, Attorney-in-Fact 02/24/2012

<u>\*\*</u>Signature of Reporting Person

# **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).
- These restricted equity units were approved for grant under the KKR & Co. L.P. 2010 Equity Incentive Plan and will generally vest in
   (1) equal annual installments over a three-year period with the initial vesting on April 1, 2013. Upon vesting, each restricted equity unit may be settled by delivery of one common unit of KKR & Co. L.P.

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.