

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 *
GOLDMAN SACHS GROUP INC

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)
05/30/2012

____ 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	05/30/2012		J ⁽²⁾		238,659	A	<u>(2)</u> 238,659	I	See footnotes (1) (2) (5)
Class P Common Stock	06/11/2012		C		36,695,835 ⁽³⁾	A	<u>(3)</u> 36,934,494	I	See footnotes (1) (3) (5)
Class P Common Stock	06/11/2012		S		36,695,835 ⁽³⁾	D	\$ 31.73 238,659 ⁽⁴⁾	I	See footnotes (1) (3) (5)

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

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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 ⁽²⁾		360,639		05/30/2012	05/25/2017	Class P Common Stock
Class A Common Stock, Series A-1	⁽³⁾	06/11/2012		C		30,521,836		⁽³⁾	⁽³⁾	Class P Common Stock
Class A Common Stock, Series A-2	⁽³⁾	06/11/2012		C		7,554,291		⁽³⁾	⁽³⁾	Class P Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282		X		
GS CAPITAL PARTNERS V OFFSHORE FUND, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GSCP V Offshore Knight Holdings, L.P. 200 WEST STREET		X		

NEW YORK, NY 10282

GSCP V Germany Knight Holdings, L.P.
 200 WEST STREET X
 NEW YORK, NY 10282

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

GSCP VI Offshore Knight Holdings, L.P.
 200 WEST STREET X
 NEW YORK, NY 10282

GSCP VI Germany Knight Holdings, L.P.
 200 WEST STREET X
 NEW YORK, NY 10282

GS INTERNATIONAL INFRASTRUCTURE PARTNERS I L P
 200 WEST STREET X
 NEW YORK, NY 10282

GS Infrastructure Knight Holdings, L.P.
 200 WEST STREET X
 NEW YORK, NY 10282

Signatures

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

__Signature of Reporting Person Date

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

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 Attorney-in-fact

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06/13/2012

/s/ Yvette Kosic,
Attorney-in-fact

__Signature of Reporting Person

Date

/s/ Yvette Kosic,
Attorney-in-fact

06/13/2012

__Signature of Reporting Person

Date

/s/ Yvette Kosic,
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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