

KINDER MORGAN ENERGY PARTNERS L P
Form EFFECT
December 05, 2014

e="2">4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Class B Common Stock	Â (1)	Â (1)	Class A Common Stock	3,592 (2) (3)	\$ 0	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mile Trust-Washington Trust #111 C/O LEWIS M. LINN, CO-TRUSTEE 3555 TIMMONS LANE, SUITE 800 HOUSTON, TX 77027	Â	Â	Â	See Remarks

Signatures

/s/ Lewis M. Linn, solely in his capacity as co-trustee of Mile Trust-Washington Trust #111

12/03/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, whether or not for value, except for certain permitted transfers described in the Issuer's Amended and Restated Certificate of Incorporation.

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(2) The shares reported in the table above were previously reported pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, by the reporting person "Pritzker Family U.S. Situs Trusts," which was comprised of a group of U.S. situs trusts and various entities owned, directly or indirectly, by U.S. situs trusts for the benefit of certain lineal descendants of Nicholas J. Pritzker, deceased, and their immediate family members. Thomas J. Pritzker, Marshall E. Eisenberg and Karl J. Breyer served as co-trustees of all such U.S. situs trusts until their resignation as trustees on November 30, 2012, at which time Lewis M. Linn and Aaron Stern were appointed successor co-trustees of the Reporting Person.

(3) This Form 3 is being filed in connection with the appointment of Mr. Linn and Mr. Stern as successor co-trustees and to report the Reporting Person's beneficial ownership on a stand-alone basis. Mr. Linn and Mr. Stern, solely in their capacity as co-trustees of the Reporting Person, have executed a joinder to the Amended and Restated Global Hyatt Agreement, and are thereby subject to the provisions of that agreement. Accordingly, immediately following the appointment of the successor co-trustees, the shares remain shares of Class B Common Stock.

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Remarks:

MemberÂ ofÂ 10%Â ownerÂ group.Â Â LewisÂ M.Â LinnÂ andÂ AaronÂ SternÂ serveÂ asÂ co-trusteesÂ ofÂ theÂ Repo

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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