

KINDER MORGAN, INC.

Form 4

September 14, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GS ADVISORS V, L.L.C.

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

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

09/12/2012

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

Former Director

(Street)

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

NEW YORK, NY 10282

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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	09/12/2012		S		4,911,162 (2)	D	\$ 34.51
					238,416 (3)	I	

See
footnotes
(1) (2) (3) (4)
(5)

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

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SEC 1474
(9-02)

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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) (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GS ADVISORS V, L.L.C. 200 WEST STREET NEW YORK, NY 10282	Former Director
GSCP VI Offshore Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282	Former Director
GS Advisors VI, L.L.C. 200 WEST STREET NEW YORK, NY 10282	Former Director
GS Infrastructure Advisors 2006 L.L.C. 200 WEST STREET NEW YORK, NY 10282	Former Director
GSCP KMI Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282	Former Director
GSCP V ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282	Former Director
GSCP VI Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282	Former Director
GS KMI Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282	Former Director

GS CAPITAL PARTNERS V GMBH & CO. KG
200 WEST STREET
NEW YORK, NY 10282

Former Director

GSCP V GmbH Knight Holdings
200 WEST STREET
NEW YORK, NY 10282

Former Director

Signatures

/s/ Yvette Koscic,
Attorney-in-fact 09/14/2012

__Signature of Reporting Person Date

/s/ Yvette Koscic,
Attorney-in-fact 09/14/2012

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Attorney-in-fact 09/14/2012

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/s/ Yvette Koscic,
Attorney-in-fact 09/14/2012

__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).

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- (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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