

KINDER MORGAN, INC.
Form 4
August 17, 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)
08/15/2012

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 | 08/15/2012 | | M | | 26,249,532 (2) | A | (2) 26,487,948 | I | See footnotes (1) (2) (3) (5) |
| Class P Common Stock | 08/15/2012 | | M | | 6,491,549 (2) | A | (2) 32,979,497 | I | See footnotes (1) (2) (3) (5) |
| Class P Common Stock | 08/15/2012 | | S | | 32,741,081 (2) | D | \$ 34.51 238,416 (3) | I | See footnotes (1) (2) (3) (4) (5) |

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

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SEC 1474
(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) (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) | Amount of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Shares |
| Class A Common Stock, Series A-1 | (2) | 08/15/2012 | | M | 31,560,758 | (2) (2) | | Class P Common Stock | 26,249, (2) |
| Class A Common Stock, Series A-2 | (2) | 08/15/2012 | | M | 7,816,658 | (2) (2) | | Class P Common Stock | 6,491,5 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282 | X | X | | |
| GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282 | X | X | | See footnotes (1), (2) and (3) |
| 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 NEW YORK, NY 10282 | | X | | |
| | | X | | |

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

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

X

See footnotes (1), (2) and (3)

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

X

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

X

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

X

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

X

Signatures

/s/ Yvette Kotic, 08/17/2012
Attorney-in-fact

__Signature of Reporting Person Date

/s/ Yvette Kotic, 08/17/2012
Attorney-in-fact

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08/17/2012

/s/ Yvette Kosic,
Attorney-in-fact

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Date

/s/ Yvette Kosic,
Attorney-in-fact

08/17/2012

__Signature of Reporting Person

Date

/s/ Yvette Kosic,
Attorney-in-fact

08/17/2012

__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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