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KINDER MORGAN INC
Form S-3MEF
May 15, 2001

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 15, 2001

REGISTRATION NO. 333-
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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FORM S-1

KINDER MORGAN MANAGEMENT, LLC
(EXACT NAME OF REGISTRANT AS SPECIFIED IN
CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

76-0669886
(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

4610
(PRIMARY STANDARD INDUSTRIAL CLASSIFICATION
CODE NUMBER)

FORM S-3

KINDER MORGAN, INC.
KINDER MORGAN ENERGY PARTNERS, L.P.
(EXACT NAME OF REGISTRANT AS
SPECIFIED IN CHARTER)

KANSAS
DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

48-0290000
76-0380342
(I.R.S. EMPLOYER IDENTIFICATION
NUMBER)

4923
4610
(PRIMARY STANDARD INDUSTRIAL
CLASSIFICATION CODE NUMBER)

ONE ALLEN CENTER, SUITE 1000
500 DALLAS STREET
HOUSTON, TEXAS 77002
(713) 369-9000
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING
AREA CODE, OF EACH REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

JOSEPH LISTENGART
ONE ALLEN CENTER, SUITE 1000
500 DALLAS STREET
HOUSTON, TEXAS 77002
(713) 369-9000
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

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Please send copies of communications to:

GARY W. ORLOFF
 BRACEWELL & PATTERSON, L.L.P.
 711 LOUISIANA STREET, SUITE 2900
 HOUSTON, TX 77002-2781
 (713) 221-1306
 (713) 221-2166 (FAX)

MIKE ROSENWASSER
 VINSON & ELKINS L.L.P.
 666 FIFTH AVENUE
 NEW YORK, NY 10103
 (917) 206-8000
 (917) 206-8100 (FAX)

 APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] Registration No. 333-55868, Registration No. 333-55866, Registration No. 333-55866.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

 CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)	AMOU
2,616,250 Shares representing limited liability company interests(2).....		
1,805,555 Shares representing limited liability company interests that may be issued in the future as distribution(2).....		
2,616,250 i-units(3) (4).....	\$184,210,163	
2,616,250 Exchange Feature(5).....		
2,616,250 Purchase Obligation(5).....		
2,616,250 Common Units(3).....		

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- (1) Includes 341,250 shares subject to an over-allotment option. Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a), (i), (n) and (o) of the Securities Act of 1933, as amended.
- (2) To be issued by Kinder Morgan Management, LLC.
- (3) To be issued by Kinder Morgan Energy Partners, L.P.
- (4) The i-units are being registered solely due to the "co-registrant" status of Kinder Morgan Energy Partners, L.P.
- (5) To be issued by Kinder Morgan, Inc.

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INCORPORATION OF DOCUMENTS BY REFERENCE

Kinder Morgan Management, LLC, Kinder Morgan Energy Partners, L.P., and Kinder Morgan, Inc. (the "Registrants") are filing these registration statements with the Securities and Exchange Commission (the "Commission"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. These registration statements incorporate by reference the contents of the registration statements on Forms S-1 and S-3 (Registration Nos. 333-55868 and 333-55866), which were declared effective by the Commission on May 14, 2001, and are being filed for the sole purpose of registering additional securities of the same classes as were included in those registration statements.

CERTIFICATION

The Registrants hereby certify to the Commission that: (i) they have instructed their bank to transmit the filing fee of \$46,053 for the additional securities being registered to the Commission by wire transfer from their account to the Commission's account at Mellon Bank as soon as practicable, but no later than the close of business on May 16, 2001; (ii) they will not revoke those instructions; (iii) they have sufficient funds in the relevant account to cover the amount of such filing fee; and (iv) they will confirm the receipt of their instructions by their bank during regular business hours on May 15, 2001.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement on Form S-3 or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on May 14, 2001.

KINDER MORGAN ENERGY PARTNERS, L.P.
(A Delaware Limited Partnership)

By: Kinder Morgan G.P., Inc. as
General Partner

By: /s/ JOSEPH LISTENGART

Joseph Listengart
Vice President, General Counsel
and Secretary

Pursuant to the requirements of the Securities Act of 1933, this

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Registration Statement on Form S-3 or amendment thereto has been signed below by the following persons in the indicated capacities on May 14, 2001:

SIGNATURE -----	TITLE -----
/s/ RICHARD D. KINDER ----- Richard D. Kinder	Director, Chairman of the Board and Chief Executive Officer of Kinder Morgan G.P., Inc. (Principal Executive Officer)
/s/ WILLIAM V. MORGAN* ----- William V. Morgan	Director, Vice Chairman of the Board and President of Kinder Morgan G.P., Inc.
/s/ GARY L. HULTQUIST* ----- Gary L. Hultquist	Director of Kinder Morgan G.P., Inc.
/s/ PERRY M. WAUGHTAL* ----- Perry M. Waughtal	Director of Kinder Morgan G.P., Inc.
/s/ C. PARK SHAPER ----- C. Park Shaper	Vice President, Treasurer and Chief Financial Officer of Kinder Morgan G.P., Inc. (Principal Financial Officer and Principal Accounting Officer)

(Constituting a majority of the Board of Directors)

*By: /s/ JOSEPH LISTENGART

Joseph Listengart
Attorney-in-fact for persons indicated

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement on Form S-3 or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on May 14, 2001.

KINDER MORGAN, INC.

By: /s/ JOSEPH LISTENGART

Joseph Listengart
Vice President, General Counsel
and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-3 or amendment thereto has been signed below by the following persons in the indicated capacities on May 14, 2001:

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SIGNATURE -----	TITLE -----
/s/ EDWARD H. AUSTIN, JR.* ----- Edward H. Austin, Jr.	Director
/s/ STEWART A. BLISS* ----- Stewart A. Bliss	Director
/s/ RICHARD D. KINDER ----- Richard D. Kinder	Director, Chairman and Chief Executive Officer (Principal Executive Officer)
/s/ WILLIAM V. MORGAN* ----- William V. Morgan	Director, Vice Chairman and President
/s/ EDWARD RANDALL, III* ----- Edward Randall, III	Director
/s/ C. PARK SHAPER ----- C. Park Shaper	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ H. A. TRUE, III* ----- H. A. True, III	Director

(Constituting a majority of the
Board of Directors)

* By: /s/ JOSEPH LISTENGART

Joseph Listengart
Attorney-in-fact for persons indicated

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement on Form S-1 or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on May 14, 2001.

Kinder Morgan Management, LLC

By: /s/ JOSEPH LISTENGART

Joseph Listengart
Vice President, General Counsel
and Secretary

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-1 or amendment thereto has been signed below by the following persons in the indicated capacities on May 14, 2001:

SIGNATURE -----	TITLE -----
<p style="text-align: center;">/s/ RICHARD D. KINDER ----- Richard D. Kinder</p>	<p style="text-align: center;">Director, Chairman and Chief Executive Officer (Principal Executive Officer)</p>
<p style="text-align: center;">/s/ WILLIAM V. MORGAN* ----- William V. Morgan</p>	<p style="text-align: center;">Director, Vice Chairman of the Board and President</p>
<p style="text-align: center;">/s/ GARY L. HULTQUIST* ----- Gary L. Hultquist</p>	<p style="text-align: center;">Director</p>
<p style="text-align: center;">/s/ PERRY M. WAUGHTAL* ----- Perry M. Waughtal</p>	<p style="text-align: center;">Director</p>
<p style="text-align: center;">/s/ C. PARK SHAPER ----- C. Park Shaper</p>	<p style="text-align: center;">Vice President, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)</p>
<p style="text-align: center;">Kinder Morgan, Inc. -----</p>	<p style="text-align: center;">Director</p>

By: /s/ C. PARK SHAPER

C. Park Shaper
Vice President and
Chief Financial Officer

(Constituting a majority of the
Board of Directors)

*By: /s/ JOSEPH LISTENGART

Joseph Listengart
Attorney-in-fact for persons indicated

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INDEX TO EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION -----
23.1*	Consent of PricewaterhouseCoopers LLP.
23.2*	Consent of PricewaterhouseCoopers LLP.
23.3*	Consent of PricewaterhouseCoopers LLP.
23.4*	Consent of Arthur Andersen LLP.

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23.5* Consent of Arthur Andersen LLP.
23.6* Consent of Ernst & Young LLP.

* Filed herewith.