

KINDER MORGAN, INC.

Form 4

February 18, 2011

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

KINDER MORGAN, INC. [KMI]

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

02/16/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

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)
Class P Common Stock	02/16/2011		C	43,639,298 (2)	A (2) 43,639,298	I	See footnotes (1) (2) (4)
Class P Common Stock	02/16/2011		S	43,639,298 (2)	D \$ 29.1 0	I	See footnotes (1) (2) (4)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: KINDER MORGAN, INC. - Form 4

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class A Common Stock, Series A-1	(2)	02/16/2011		C	34,985,360	(2)	(2)	Class P Common Stock	34,985, (2)
Class A Common Stock, Series A-2	(2)	02/16/2011		C	8,653,938	(2)	(2)	Class P Common Stock	8,653,9 (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		
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 NEW YORK, NY 10282		X		
GSCP V Germany Knight Holdings, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GS Capital Partners VI Offshore Fund, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
		X		

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

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 Koscic, Attorney-in-fact, The Goldman Sachs Group, Inc.

02/18/2011

__Signature of Reporting Person

Date

/s/ Yvette Koscic, Attorney-in-fact, Goldman Sachs & Co.

02/18/2011

__Signature of Reporting Person

Date

/s/ Yvette Koscic, Attorney-in-fact, GS Capital Partners V Offshore Fund,
L.P.

02/18/2011

__Signature of Reporting Person

Date

/s/ Yvette Koscic, Attorney-in-fact, GSCP V Offshore Knight Holdings, L.P.

02/18/2011

__Signature of Reporting Person

Date

/s/ Yvette Koscic, Attorney-in-fact, GSCP V Germany Knight Holdings, L.P.

02/18/2011

__Signature of Reporting Person

Date

/s/ Yvette Koscic, Attorney-in-fact, GS Capital Partners VI Offshore Fund,
L.P.

02/18/2011

__Signature of Reporting Person

Date

/s/ Yvette Koscic, Attorney-in-fact, GSCP VI Offshore Knight Holdings,
L.P.

02/18/2011

__Signature of Reporting Person

Date

/s/ Yvette Koscic, Attorney-in-fact, GSCP VI Germany Knight Holdings,
L.P.

02/18/2011

__Signature of Reporting Person

Date

/s/ Yvette Koscic, Attorney-in-fact, GS International Infrastructure Partners
I, L.P.

02/18/2011

__Signature of Reporting Person

Date

/s/ Yvette Koscic, Attorney-in-fact, GS Infrastructure Knight Holdings, L.P.

02/18/2011

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.