

KINDER MORGAN, INC.

Form 4/A

February 27, 2015

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 *
MORGAN MICHAEL 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)

1001 LOUISIANA, SUITE 1000

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

11/26/2014

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

12/01/2014

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

HOUSTON, TX 77002

(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)
Class P Common Stock	11/26/2014		A	61 ⁽¹⁾	A ⁽²⁾ 61	I	By trust
Class P Common Stock	11/26/2014		A	13,070 ⁽¹⁾	A ⁽³⁾ 13,070	I	By Portcullis Investments, LP
Class P Common Stock					3,500,000	I	By Portcullis Partners, LP ⁽⁴⁾
Class P Common Stock					572,622	I	By trust ⁽⁴⁾

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
MORGAN MICHAEL C 1001 LOUISIANA SUITE 1000 HOUSTON, TX 77002	X			

Signatures

/s/ Michael C.
Morgan
02/27/2015

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) Fractional shares of Kinder Morgan Management, LLC ("KMR") that were received as part of quarterly share distributions paid by KMR were maintained by the reporting person's broker in separate accounts. These fractional shares accumulated to approximately one additional KMR share owned in trust and two additional KMR shares owned by Portcullis Investments, LP (a limited partnership of which the reporting person has sole voting and dispositive power). The purpose of this amendment is to include these accumulated fractional shares in the number of whole KMR shares reported in footnotes (2) and (3) as having been exchanged in the KMR merger, and to correct the numbers of shares of Kinder Morgan, Inc. ("KMI") Class P common stock reported as having been received in the KMR merger. The original Form reported the KMI shares received as 57 and 13,065 shares, respectively.

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- (2) Received in exchange for 24 KMR shares in connection with the merger of KMR with a subsidiary of KMI. On November 26, 2014, the last trading day for the KMR shares, the closing price of KMR shares was \$104.71 per share, and the closing price of KMI Class P common stock was \$42.32 per share.
- (3) Received by Portcullis Investments, LP in exchange for 5,260 KMR shares in connection with the merger of KMR with a subsidiary of KMI. On November 26, 2014, the last trading day for the KMR shares, the closing price of KMI shares was \$104.71 per share, and the closing price of KMR Class P common stock was \$42.32 per share.
- (4) In prior reports, the reporting person reported beneficial ownership of 5,174,537 shares of Class P common stock beneficially owned by Portcullis Partners, LP. Subsequently, Portcullis Partners, LP made a pro rata distribution of shares of Class P common stock to its partners. After such distribution, Portcullis Partners, LP beneficially owns 3,500,000 shares, and trusts of which the reporting person has voting and dispositive power beneficially own 572,622 shares.

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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