

KINDER MORGAN, INC.

Form 4

July 21, 2016

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

OMB APPROVAL

OMB
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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 *
ANDERSON IAN D

(Last) (First) (Middle)

1001 LOUISIANA, SUITE 1000

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

KINDER MORGAN, INC. [KMI]

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

07/14/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP (Pres,Kinder Morgan Canada)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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)
				(A) or (D)			
			Code	V	Amount		Price

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Share		
			Code	V	(A)	(D)				
Phantom Restricted Stock Unit <u>(1)</u>	<u>(1)</u>	07/14/2015	A		25,083		<u>(2)</u>	<u>(2)</u>	Class P Common Stock <u>(1)</u>	25,083 <u>(1)</u>
Phantom Restricted Stock Unit <u>(1)</u>	<u>(1)</u>	07/16/2016	D			21,842 <u>(3)</u>	<u>(3)</u>	<u>(3)</u>	Class P Common Stock <u>(1)</u>	21,842 <u>(1)</u>
Phantom restricted Stock Unit (1)	<u>(1)</u>	07/19/2016	A		9,116		<u>(5)</u>	<u>(5)</u>	Class P Common Stock <u>(1)</u>	9,116 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ANDERSON IAN D 1001 LOUISIANA SUITE 1000 HOUSTON, TX 77002	VP (Pres,Kinder Morgan Canada)

Signatures

/s/ Ian Anderson 07/21/2016
 **Signature of Date
 Reporting Person

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) Each phantom restricted stock unit represents the right to receive, at settlement, cash in an amount equal to the closing price of one share of Class P Common Stock on the date of settlement, or the trading day next preceding the date of settlement, if such date is not on a trading day. The phantom restricted stock units may be settled only for cash and do not represent a right to receive, upon settlement or otherwise, any shares of Class P Common Stock.
- (2) These phantom restricted stock units are scheduled to vest and settle on July 14, 2018, subject to satisfaction of certain vesting requirements.
- (3) These phantom restricted stock units vested and settled for cash on July 16, 2016.
- (4) Closing price of Class P Common Stock on the trading day next preceding the date of vesting and settlement of the phantom restricted stock units.
- (5)

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These phantom restricted stock units are scheduled to vest and settle on July 19, 2019, subject to achievement of certain performance hurdles and satisfaction of other vesting requirements.

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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