

KINDER MORGAN, INC.  
Form 4  
February 18, 2011

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

OMB APPROVAL

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

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)  
02/16/2011

\_\_\_ Director \_\_\_X\_\_\_ 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  
\_X\_ 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)			
Class P Common Stock	02/16/2011		C	V	43,639,298 (2)	A	(2)	43,639,298	I	See footnotes (1) (2) (4)
Class P Common Stock	02/16/2011		S	D	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.

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SEC 1474 (9-02)

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**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 Kopic, Attorney-in-fact, The Goldman Sachs Group, Inc. 02/18/2011

\_\_Signature of Reporting Person

Date

/s/ Yvette Kopic, Attorney-in-fact, Goldman Sachs & Co. 02/18/2011

\_\_Signature of Reporting Person

Date

/s/ Yvette Kopic, Attorney-in-fact, GS Capital Partners V Offshore Fund,  
L.P. 02/18/2011

\_\_Signature of Reporting Person

Date

/s/ Yvette Kopic, Attorney-in-fact, GSCP V Offshore Knight Holdings, L.P. 02/18/2011

\_\_Signature of Reporting Person

Date

/s/ Yvette Kopic, Attorney-in-fact, GSCP V Germany Knight Holdings, L.P. 02/18/2011

\_\_Signature of Reporting Person

Date

/s/ Yvette Kopic, Attorney-in-fact, GS Capital Partners VI Offshore Fund,  
L.P. 02/18/2011

\_\_Signature of Reporting Person

Date

/s/ Yvette Kopic, Attorney-in-fact, GSCP VI Offshore Knight Holdings,  
L.P. 02/18/2011

\_\_Signature of Reporting Person

Date

/s/ Yvette Kopic, Attorney-in-fact, GSCP VI Germany Knight Holdings,  
L.P. 02/18/2011

\_\_Signature of Reporting Person

Date

/s/ Yvette Kopic, Attorney-in-fact, GS International Infrastructure Partners  
I, L.P. 02/18/2011

\_\_Signature of Reporting Person

Date

/s/ Yvette Kopic, 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.

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