

KINDER MORGAN, INC.
Form 4
December 04, 2014

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

OMB APPROVAL

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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 *
KEAN STEVEN J

(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)
12/02/2014

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)
President and COO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class P Common Stock	12/02/2014		A		24,111	A	(1) 7,258,177 (2)
Class p Common Stock	12/02/2014		A		18,947	A	(3) 7,277,124 (2)
Class P Common Stock					230,000	I	By Limited Partnership (4)

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 (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEAN STEVEN J 1001 LOUISIANA SUITE 1000 HOUSTON, TX 77002	X		President and COO	

Signatures

/s/ Steven J Kean 12/04/2014

**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).
- Received in exchange for 10,830 common units of Kinder Morgan Energy Partners, L.P. ("KMP") in connection with the merger (the "KMP merger") of KMP with a subsidiary of Kinder Morgan, Inc. ("KMI"). On December 2, 2014, the date the proration adjustments to the KMP merger consideration were determined, the closing price of KMI's Class P common stock was \$41.62 per share.
- (1) "KMP merger") of KMP with a subsidiary of Kinder Morgan, Inc. ("KMI"). On December 2, 2014, the date the proration adjustments to the KMP merger consideration were determined, the closing price of KMI's Class P common stock was \$41.62 per share.
 - (2) Includes 754,717 shares subject to forfeiture restrictions that lapse on July 16, 2019.
- Received in exchange for 18,000 common units of El Paso Pipeline Partners, L.P. ("EPB") in connection with the merger (the "EPB merger") of EPB with a subsidiary of Kinder Morgan, Inc. ("KMI"). On December 2, 2014, the date the proration adjustments to the EPB merger consideration were determined, the closing price of KMI's Class P common stock was \$41.62 per share.
- (3) merger") of EPB with a subsidiary of Kinder Morgan, Inc. ("KMI"). On December 2, 2014, the date the proration adjustments to the EPB merger consideration were determined, the closing price of KMI's Class P common stock was \$41.62 per share.

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- (4) The reporting person is the sole general partner of the limited partnership, and two trust of which family members of the reporting person are sole beneficiaries and the reporting person is sole trustee each own 49.5% limited partner interest in the limited partnership. The reporting person disclaims beneficial ownership of the Class P common stock held by the limited partnership except to the extent of his pecuniary interest therein.

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.