

KINDER MORGAN, INC.
Form 4
February 18, 2011

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

__Signature of Reporting Person

Date

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

__Signature of Reporting Person

Date

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

__Signature of Reporting Person

Date

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

__Signature of Reporting Person

Date

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

__Signature of Reporting Person

Date

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

__Signature of Reporting Person

Date

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

__Signature of Reporting Person

Date

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

__Signature of Reporting Person

Date

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

__Signature of Reporting Person

Date

/s/ Yvette Kotic, 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.