KEAN STEVEN J Form 4

February 23, 2011

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

0.5

OMB APPROVAL

Section 16.
Form 4 or
Form 5
obligations
may continue.

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

burden hours per response...

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Estimated average

See Instruction 1(b).

Stock

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and A KEAN STE	Symbol	•					5. Relationship of Reporting Person(s) to Issuer		
	KINDE	KINDER MORGAN, INC. [KMI]				(Check all applicable)			
(Last)	(First) (N	Middle) 3. Date of	f Earliest Tr	ansaction					
		*	ay/Year)				_X_ Director		Owner
500 DALLAS STREET, SUITE 02/			02/22/2011				_X_ Officer (give below)	e title Othe below)	er (specify
1000							· · · · · · · · · · · · · · · · · · ·	Chief Operatin	ıg Offi
	(Street)	4. If Ame	ndment, Da	te Original			6. Individual or Jo	oint/Group Filin	g(Check
		Filed(Mo	nth/Day/Year)			Applicable Line)		
HOUSTON	, TX 77002						_X_ Form filed by N Form filed by N Person	One Reporting Per More than One Re	
(City)	(State)	(Zip) Tab	e I - Non-D	erivative Se	curitie	s Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acqu	ired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if		n(A) or Disp		f (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4	and 5)		Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
		(Wondin Day Tear)	(msu. o)				Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		` ′
					(A) or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class P									
Common	02/22/2011		M	146,007	A	<u>(1)</u>	146,007	D	

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

Persons who respond to the collection of 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)

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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. Transacti Code (Instr. 8)	5. Number of ionDerivative 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 I S
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class A Common Stock	(1)	02/22/2011		M		146,007	<u>(1)</u>	(1)	Class P Common Stock	(1)	

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

KEAN STEVEN J 500 DALLAS STREET SUITE 1000 HOUSTON, TX 77002

X

Exec VP & Chief Operating Offi

Relationshine

De Se (In

Signatures

/s/ Steven J. 02/23/2011 Kean

**Signature of
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

P common stock on a one-for-one basis upon the conversion of a separate series of Class A common stock held by third parties into shares of Class P common stock. The shares of Class A common stock initially are convertible into shares of Class P common stock on a one-for-one basis, and shares of the issuer's Class B common stock and Class C common stock initially are not convertible into any shares of Class P common stock. Upon certain circumstances, shares of the issuer's Class B common stock and Class C common stock may convert into shares of Class P common stock, and the shares of Class A common stock would become convertible into a correspondingly lesser number of shares of Class P common stock. Any shares of Class A common stock outstanding on May 31, 2015 will automatically convert into shares of Class P common stock.

A portion of the shares of the series of Class A common stock held by the Reporting Person automatically converted into shares of Class

(2) Not applicable.

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.

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