KINDER MORGAN INC
Form 4
September 01, 2006

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GS GLOBAL INFRASTRUCTURE PARTNERS I L P

(Last) (First) (Middle)

85 BROAD ST

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
KINDER MORGAN INC [KMI]

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2006

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) __X__ Other (specify below)
See footnotes 1, 2, 3 and 4

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								10,168 (6)	I	See footnotes (1) (2) (3) (4) (5)

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

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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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GS GLOBAL INFRASTRUCTURE PARTNERS I L P 85 BROAD ST NEW YORK, NY 10004				See footnotes 1, 2, 3 and 4
GS Infrstructure Advisors 2006 L.L.C. 85 BROAD STREET NEW YORK, NY 10004				See footnotes 1, 2, 3 and 4

Signatures

/s/ Felicia J. Rector, Attorney-in-fact	09/01/2006
**Signature of Reporting Person	Date
/s/ Felicia J. Rector, Attorney-in-fact	09/01/2006
**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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GSCP V Advisors, L.L.C. ("GSCP Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors V, L.L.C. ("GS Advisors"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GS Global Infrastructure Advisors 2006, L.L.C. ("GS Global Advisors"), GS Capital Partners V Fund, L.P. ("GS Capital"), GS Capital Partners V Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners V GmbH & Co. KG ("GS Germany"), GS Capital Partners V Institutional, L.P. ("GS Institutional") and GS Global Infrastructure Partners I, L.P. ("GS Global Partners" and, together with GS Capital, GS Offshore and GS Germany and GS Institutional, the "Funds") (continued in next footnote).

(2) (GS Group, Goldman Sachs, GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH, GS Global Advisors and the Funds, collectively, the "Reporting Persons"). This Form 4 reflects the addition of GS Global Advisors and GS Global Partners as Reporting

Persons; this addition had no impact on the amount of securities beneficially owned. Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

(3) On May 28, 2006, Richard D. Kinder, the Chairman of the Board of Directors and Chief Executive Officer of Kinder Morgan, Inc. (the "Company"), together with GS Capital Partners and other investors (collectively, the "Investors"), delivered a letter to the Board of Directors of the Company in which it was proposed that Mr. Kinder and funds managed by the other investors would offer to acquire by merger all of the outstanding shares of the Company's common stock, par value $5 per share ("Common Stock"), other than any shares held by any of the Investors and shares held by members of the Company's senior management team that are to be invested in the transaction (the "Proposal"). Affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner, managing limited partner, or investment manager of the Funds.

(4) As a result of the Proposal, the Reporting Persons, together with the other investors and certain of their affiliates, may be deemed to constitute a "group", within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, that beneficially owns more than 10% of the outstanding shares of Common Stock of the Company. This Form 4 shall not be deemed an admission that any Reporting Person is a beneficial owner of any shares of Common Stock for any purpose, other than the securities reported in Tables I of this Form 4. Each of the Reporting Persons disclaims beneficial ownership of the securities reported in Table I except to the extent of its pecuniary interest therein, if any.

(5) GS Group may be deemed to beneficially own indirectly 10,168 shares of Common Stock by reason of the direct ownership of such securities by Goldman Sachs or another direct or indirect wholly-owned subsidiary of GS Group. Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group.

(6) Reflects changes due to exempt transactions.

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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