

STREET JAMES E
Form 4
June 15, 2012

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 *
STREET JAMES E

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)
500 DALLAS STREET, SUITE 1000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/13/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Human Resources & Admin

HOUSTON, TX 77002
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class P common stock	06/13/2012		M		16,541	A	<u>(1)</u>	485,484 <u>(2)</u>	D
Class P common stock	06/13/2012		M		68,008	A	<u>(1)</u>	68,008 <u>(2)</u>	I
Class P common stock	06/13/2012		J ⁽³⁾		16,832	D	\$ 0	51,176	I

By Limited Partnership

By Limited Partnership

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. Pr Deri Secur (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class C common stock	<u>(1)</u>	06/13/2012		M	82	<u>(5)</u>	<u>(5)</u>	Class P Common Stock	16,541 <u>(1)</u>
Class B common stock	<u>(1)</u>	06/13/2012		M	13,838	<u>(5)</u>	<u>(5)</u>	Class P Common Stock	68,008 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STREET JAMES E
500 DALLAS STREET, SUITE 1000
HOUSTON, TX 77002

VP, Human Resources & Admin

Signatures

/S/ James E
Street 06/15/2012

**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) The shares of the series of Class B and common stock and Class C common stock held by the Reporting Person automatically converted into shares of Class P common stock upon the voluntary conversion by holders other than the Reporting Person of shares of Class A common stock of the corresponding series into shares of Class P common stock (and subsequent transfer of such shares of Class P common stock).

(2)

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On November 22, 2011, a limited partnership controlled by the Reporting Person distributed, in a pro rata distribution, 77,804 shares to the Reporting Person, changing the form of beneficial ownership of such shares from indirect to direct.

- (3) Pro rata distribution from a limited partnership controlled by the Reporting Person to his daughters' trusts, in which the Reporting Person has no pecuniary interest.

The shares of the issuer's Class A common stock, Class B common stock and Class C common stock are convertible into a fixed aggregate number of shares of the issuer's Class P common stock. The shares of Class A common stock initially were convertible into shares of Class P common stock on a one-for-one basis, and the shares of Class B common stock and Class C common stock initially

- (4) were not convertible into any shares of Class P common stock. Upon certain circumstances, the shares of 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 in to a correspondingly lesser number of shares of Class P common stock. Any shares of Class A common stock, Class B common stock and Class C common stock outstanding on May 31, 2015 will automatically convert into shares of Class P common stock.

- (5) 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.

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