

KINDER MORGAN, INC.

Form 4/A

June 22, 2012

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

OMB APPROVAL

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 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 \*  
 GS Capital Partners VI GmbH & Co  
 KG

(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)

05/30/2012

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

06/13/2012

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)
			Code	V	Amount	(D)	Price

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

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SEC 1474  
 (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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)

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	Derivative Security		Code	V	(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
					(A)	(D)				
Warrants (right to buy)	\$ 40	05/30/2012	J <sup>(2)</sup>		361,881 <sup>(3)</sup>		05/30/2012	05/25/2017	Class P Common Stock	361,881
Warrant (right to buy)	\$ 40	06/06/2012	P <sup>(3)</sup>		32 <sup>(4)</sup>		05/30/2012	05/25/2017	Class P Common Stock	32
Warrants (right to buy)	\$ 40	06/06/2012	S <sup>(3)</sup>			1,274 <sup>(4)</sup>	05/30/2012	05/25/2017	Class P Common Stock	1,274

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GS Capital Partners VI GmbH & Co KG 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN, SACHS MANAGEMENT GP GMBH MESSETURM FRIEDRICH-EBERT-ANLAGE 49 FRANKFURT AM MAIN 60323, 2M 2M 0000		X		
GSCP VI GmbH Knight Holdings 200 WEST STREET NEW YORK, NY 10282		X		
GSCP KMI Offshore Advisors, Inc. C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282		X		

## Signatures

/s/ Yvette Kotic,  
Attorney-in-fact 06/22/2012

\_\_Signature of Reporting Person Date

/s/ Yvette Kotic,  
Attorney-in-fact 06/22/2012

\_\_Signature of Reporting Person Date

06/22/2012

/s/ Yvette Kosic,  
Attorney-in-fact

\_\_Signature of Reporting Person

Date

/s/ Yvette Kosic,  
Attorney-in-fact

06/22/2012

\_\_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) 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).

(5) See Exhibit 99.1 for text of footnote (5).

(6) See Exhibit 99.1 for text of footnote (6).

(7) See Exhibit 99.1 for text of footnote (7).

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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