

KINDER MORGAN, INC.

Form 4/A

July 06, 2012

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC

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)

200 WEST STREET

(Street)

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

05/30/2012

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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

06/13/2012

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

NEW YORK, NY 10282

(City) (State) (Zip)

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 | 05/30/2012 | | J ⁽³⁾ | 3 ⁽²⁾ ⁽³⁾ A ⁽³⁾ ⁽⁴⁾ | 238,662 ⁽²⁾ | I | See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(1)</u> |

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

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information contained in this form are not
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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)**

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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. 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 Underlying Securities (Instr. 3 and 4) | 8. Amount of Underlying Securities (Instr. 3 and 4) | | | |
|---|---|---|---|---|---|--|--|---|--------------------|-------------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Put Option (right to sell) | \$ 20 <u>(5)</u> | 05/30/2012 | | J <u>(2)(5)</u> | | 11 | | <u>(6)</u> | 07/21/2012 | See footnote (7) | 0 |
| Put Option (right to sell) | \$ 21 <u>(5)</u> | 05/30/2012 | | J <u>(2)(5)</u> | | 11 | | <u>(6)</u> | 07/21/2012 | See footnote (7) | 0 |
| Put Option (right to sell) | \$ 22 <u>(5)</u> | 05/30/2012 | | J <u>(2)(5)</u> | | 11 | | <u>(6)</u> | 07/21/2012 | See footnote (7) | 0 |
| Put Option (right to sell) | \$ 25 <u>(5)</u> | 05/30/2012 | | J <u>(2)(5)</u> | | 11 | | <u>(6)</u> | 07/21/2012 | See footnote (7) | 0 |
| Put Option (right to sell) | \$ 7.5 <u>(5)</u> | 05/30/2012 | | J <u>(2)(5)</u> | | 180 | | <u>(6)</u> | 01/19/2013 | See footnote (8) | 0 |
| Put Option (right to sell) | \$ 10 <u>(5)</u> | 05/30/2012 | | J <u>(2)(5)</u> | | 59 | | <u>(6)</u> | 01/19/2013 | See footnote (9) | 0 |
| Put Option (obligation to buy) | \$ 12.5 <u>(5)</u> | 05/30/2012 | | J <u>(2)(5)</u> | | 12 | | <u>(6)</u> | 01/19/2013 | See footnote (10) | 0 |
| Put Option (obligation to buy) | \$ 15 <u>(5)</u> | 05/30/2012 | | J <u>(2)(5)</u> | | 168 | | <u>(6)</u> | 01/19/2013 | See footnote (11) | 0 |
| Put Option (obligation to buy) | \$ 17.5 <u>(5)</u> | 05/30/2012 | | J <u>(2)(5)</u> | | 3 | | <u>(6)</u> | 01/19/2013 | See footnote (12) | 0 |
| Call Option (obligation to sell) | \$ 17.5 <u>(5)</u> | 05/30/2012 | | J <u>(2)(5)</u> | | 6 | | <u>(6)</u> | 01/19/2013 | See footnote (13) | 0 |
| Call Option (obligation to sell) | \$ 25 <u>(5)</u> | 05/30/2012 | | J <u>(2)(5)</u> | | 6 | | <u>(6)</u> | 01/19/2013 | See footnote (13) | 0 |
| Call Option (obligation to sell) | \$ 30 <u>(5)</u> | 05/30/2012 | | J <u>(2)(5)</u> | | 5 | | <u>(6)</u> | 01/19/2013 | See footnote (14) | 0 |

Warrants
(right to
buy)

\$ 40

05/30/2012

J(2)(3)

361,542
(2)

05/30/2012 05/25/2017

Class P
Common
Stock

361

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 | | See footnotes (1), (2) and (3) |

Signatures

/s/ Yvette Kasic,
Attorney-in-fact 07/06/2012

 **Signature of Reporting Person

Date

/s/ Yvette Kasic,
Attorney-in-fact 07/06/2012

 **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).
- (8) See Exhibit 99.1 for text of footnote (8).
- (9) See Exhibit 99.1 for text of footnote (9).
- (10) See Exhibit 99.1 for text of footnote (10).
- (11) See Exhibit 99.1 for text of footnote (11).
- (12) See Exhibit 99.1 for text of footnote (12).
- (13) See Exhibit 99.1 for text of footnote (13).
- (14) See Exhibit 99.1 for text of footnote (14).

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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