

GS Capital Partners VI Parallel LP  
Form 3  
February 10, 2011

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 \*  
GSCP KMI Investors  
Offshore, LP

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Date of Event Requiring  
Statement  
(Month/Day/Year)  
02/10/2011

3. Issuer Name and Ticker or Trading Symbol  
Kinder Morgan Holdco LLC [KMI]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

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

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 Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

Date  
Exercisable

Expiration  
Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title Amount or  
Number of  
Shares

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

(Instr. 5)

|                                     |       |       |                            |                        |      |   |                              |
|-------------------------------------|-------|-------|----------------------------|------------------------|------|---|------------------------------|
| Class A Common Stock,<br>Series A-1 | Â (2) | Â (2) | Class P<br>Common<br>Stock | 143,074,656<br>(2) (3) | \$ 0 | I | See footnotes (1)<br>(2) (3) |
| Class A Common Stock,<br>Series A-2 | Â (2) | Â (2) | Class P<br>Common<br>Stock | 35,390,780<br>(2) (3)  | \$ 0 | I | See footnotes (1)<br>(2) (3) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GSCP KMI Investors Offshore, LP<br>200 WEST STREET<br>NEW YORK, NY 10282                | Â             | Â X       | Â       | Â     |
| GS CAPITAL PARTNERS V INSTITUTIONAL, L.P.<br>200 WEST STREET<br>NEW YORK, NY 10282      | Â             | Â X       | Â       | Â     |
| GS CAPITAL PARTNERS V FUND, L.P.<br>200 WEST STREET<br>NEW YORK, NY 10282               | Â             | Â X       | Â       | Â     |
| GS Capital Partners VI Parallel LP<br>200 WEST STREET<br>NEW YORK, NY 10282             | Â             | Â X       | Â       | Â     |
| GS Capital Partners VI Fund, L.P.<br>200 WEST STREET<br>NEW YORK, NY 10282              | Â             | Â X       | Â       | Â     |
| GS GLOBAL INFRASTRUCTURE PARTNERS I L P<br>200 WEST STREET<br>NEW YORK, NY 10282        | Â             | Â X       | Â       | Â     |
| GS INSTITUTIONAL INFRASTRUCTURE PARTNERS I L P<br>200 WEST STREET<br>NEW YORK, NY 10282 | Â             | Â X       | Â       | Â     |
| GSCP KMI Investors LP<br>200 WEST STREET<br>NEW YORK, NY 10282                          | Â             | Â X       | Â       | Â     |
| Goldman Sachs KMI Investors LP<br>200 WEST STREET<br>NEW YORK, NY 10282                 | Â             | Â X       | Â       | Â     |
| GSCP V OFFSHORE ADVISORS, L.L.C.<br>200 WEST STREET<br>NEW YORK, NY 10282               | Â             | Â X       | Â       | Â     |

## Signatures

|  |            |
|--|------------|
| /s/ Yvette Kotic, Attorney-in-fact, GSCP KMI Investors Offshore, L.P.                | 02/10/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Yvette Kotic, Attorney-in-fact, GS Capital Partners V Institutional, L.P.        | 02/10/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Yvette Kotic, Attorney-in-fact, GS Capital Partners V Fund, L.P.                 | 02/10/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Yvette Kotic, Attorney-in-fact, GS Capital Partners VI Parallel, L.P.            | 02/10/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Yvette Kotic, Attorney-in-fact, GS Capital Partners VI Fund, L.P.                | 02/10/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Yvette Kotic, Attorney-in-fact, GS Global Infrastructure Partners I, L.P.        | 02/10/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Yvette Kotic, Attorney-in-fact, GS Institutional Infrastructure Partners I, L.P. | 02/10/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Yvette Kotic, Attorney-in-fact, GSCP KMI Investors, L.P.                         | 02/10/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Yvette Kotic, Attorney-in-fact, Goldman Sachs KMI Investors, L.P.                | 02/10/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Yvette Kotic, Attorney-in-fact, GSCP V Offshore Advisors, L.L.C.                 | 02/10/2011 |
| __Signature of Reporting Person  | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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### Remarks:

ForÂ PowersÂ ofÂ Attorney,Â seeÂ ExhibitÂ 24.

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.