

Kinder Morgan Holdco LLC  
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 \*

Â SAROFIM FAYEZ

(Last) (First) (Middle)

TWO HOUSTON  
CENTER,Â SUITE 2907

(Street)

HOUSTON,Â TXÂ 77010

(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

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

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)

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 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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### 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)

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

Date Exercisable Expiration Date 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	Â (1)	Â (1)	Class P common stock	23,817,452 (1)	\$ (1)	D	Â
Class A common stock	Â (1)	Â (1)	Class P common stock	4,529,092 (1)	\$ (1)	I	By Sarofim Special Investments, LLC
Class A common stock	Â (1)	Â (1)	Class P common stock	1,277,436 (1)	\$ (1)	I	By West Clay Investment Partnership No. 8 (Energy Investments), L.P.
Class A common stock	Â (1)	Â (1)	Class P common stock	1,538,907 (1)	\$ (1)	I	By Sarofim International Management Co.
Class A common stock	Â (1)	Â (1)	Class P common stock	15,365 (1)	\$ (1)	I	As Trustee

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAROFIM FAYEZ TWO HOUSTON CENTER SUITE 2907 HOUSTON, TX 77010	Â X	Â	Â	Â

## Signatures

/s/ Fayez  
Sarofim

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).

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 are convertible at any time 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

- (1) initially are 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 common stock, and the shares of Class A common stock would become convertible into 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.

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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