

GS Capital Partners VI Parallel LP
 Form 4
 February 18, 2011

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 *
 GSCP KMI Investors Offshore, LP

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)
 02/16/2011

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

NEW YORK, NY 10282

4. 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

(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	02/16/2011		C	V	43,639,298 (2)	A	(2)	43,639,298	I	See footnotes (1) (2) (4)
Class P Common Stock	02/16/2011		S	D	43,639,298 (2)	D	\$ 29.1	0	I	See footnotes (1) (2) (4)

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

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 (9-02)

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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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount of Number of Shares
Class A Common Stock, Series A-1	(2)	02/16/2011		C	34,985,360	(2) (2)	Class P Common Stock 34,985, (2)
Class A Common Stock, Series A-2	(2)	02/16/2011		C	8,653,938	(2) (2)	Class P Common Stock 8,653,9 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GSCP KMI Investors Offshore, LP 200 WEST STREET NEW YORK, NY 10282		X		
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GS CAPITAL PARTNERS V FUND, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GS Capital Partners VI Parallel LP 200 WEST STREET NEW YORK, NY 10282		X		
GS Capital Partners VI Fund, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GS GLOBAL INFRASTRUCTURE PARTNERS I L P 200 WEST STREET NEW YORK, NY 10282		X		
			X	

GS INSTITUTIONAL INFRASTRUCTURE PARTNERS I L P
200 WEST STREET
NEW YORK, NY 10282

GSCP KMI Investors LP
200 WEST STREET
NEW YORK, NY 10282 X

Goldman Sachs KMI Investors LP
200 WEST STREET
NEW YORK, NY 10282 X

GSCP V OFFSHORE ADVISORS, L.L.C.
200 WEST STREET
NEW YORK, NY 10282 X

Signatures

/s/ Yvette Kotic, Attorney-in-fact, GSCP KMI Investors Offshore, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Capital Partners V Institutional, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Capital Partners V Fund, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Capital Partners VI Parallel, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Capital Partners VI Fund, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Global Infrastructure Partners I, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Institutional Infrastructure Partners I, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GSCP KMI Investors, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, Goldman Sachs KMI Investors, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GSCP V Offshore Advisors, L.L.C.	02/18/2011
__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).

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(4) See Exhibit 99.1 for text of footnote (4).

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.