

KINDER MORGAN, INC.

Form 4

December 12, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
C/R Energy GP III, LLC

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)

712 FIFTH AVENUE, 51ST FLOOR

(Street)

NEW YORK, NY 10019

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

12/09/2011

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

____ 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

(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	12/09/2011		C	1,202,991 A	\$ 1,202,991	I	See footnote (2)
Class P Common Stock	12/09/2011		S	1,202,991 D	\$ 25.35 0	I	See footnote (2)
Class P Common Stock	12/09/2011		C	4,141,892 A	\$ 4,141,892	I	See footnote (3)
Class P Common Stock	12/09/2011		S	4,141,892 D	\$ 25.35 0	I	See footnote (3)

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Class P Common Stock	12/09/2011	C	2,799,420	A	<u>(1)</u>	2,799,420	I	See footnote (4)
Class P Common Stock	12/09/2011	S	2,799,420	D	\$ 25.35	0	I	See footnote (4)
Class P Common Stock	12/09/2011	C	114,992	A	<u>(1)</u>	114,992	I	See footnote (5)
Class P Common Stock	12/09/2011	S	114,992	D	\$ 25.35	0	I	See footnote (5)
Class P Common Stock	12/09/2011	C	24,489	A	<u>(1)</u>	24,489	I	See footnote (6)
Class P Common Stock	12/09/2011	S	24,489	D	\$ 25.35	0	I	See footnote (6)

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

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(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 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 or Number of Shares
Class A Common Stock, Series A-5	(1)	12/09/2011		C		1,205,504		(1)	(1)	Class P Common Stock	1,202,99
Class A Common Stock, Series A-5	(1)	12/09/2011		C		4,150,546		(1)	(1)	Class P Common Stock	4,141,89

Class A Common Stock, Series A-5	<u>(1)</u>	12/09/2011	C	2,805,269	<u>(1)</u>	<u>(1)</u>	Class P Common Stock	2,799,42
Class A Common Stock, Series A-5	<u>(1)</u>	12/09/2011	C	115,232	<u>(1)</u>	<u>(1)</u>	Class P Common Stock	114,992
Class A Common Stock, Series A-5	<u>(1)</u>	12/09/2011	C	24,540	<u>(1)</u>	<u>(1)</u>	Class P Common Stock	24,489

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
C/R Energy GP III, LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
C/R KNIGHT PARTNERS, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
Carlyle/Riverstone Knight Investment Partnership, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		
Carlyle/Riverstone Energy Partners III, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019		X		

Signatures

/s/ Pierre F.
Lapeyre, Jr. 12/09/2011

____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).
- (5) See exhibit 99.1 for text of footnote (5).
- (6) See exhibit 99.1 for text of footnote (6).

Remarks:

Exhibit List Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filer Information

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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