

KINDER MORGAN, INC.

Form 4

June 13, 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 *
GS ADVISORS V, L.L.C.

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

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

05/30/2012

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

(Street)

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

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(2) | 238,659 | A (2) 238,659 | I | See footnotes (1) (2) (5) |
| Class P Common Stock | 06/11/2012 | | C | 36,695,835 (3) | A (3) 36,934,494 | I | See footnotes (1) (3) (5) |
| Class P Common Stock | 06/11/2012 | | S | 36,695,835 (3) | D \$ 31.73 238,659 (4) | I | See footnotes (1) (3) (5) |

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

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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)

| 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 Underlying (Instr. 3 and 4) | | |
|---|---|---|---|---|--|--|-----|--|--------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Warrants (right to buy) | \$ 40 | 05/30/2012 | | J ⁽²⁾ | | 360,639 | | 05/30/2012 | 05/25/2017 | Class P Common Stock |
| Class A Common Stock, Series A-1 | ⁽³⁾ | 06/11/2012 | | C | | 30,521,836 | | ⁽³⁾ | ⁽³⁾ | Class P Common Stock |
| Class A Common Stock, Series A-2 | ⁽³⁾ | 06/11/2012 | | C | | 7,554,291 | | ⁽³⁾ | ⁽³⁾ | Class P Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GS ADVISORS V, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GSCP VI Offshore Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GS Advisors VI, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GS Infrastructure Advisors 2006 L.L.C. 200 WEST STREET | | X | | |

NEW YORK, NY 10282

GSCP KMI Advisors, L.L.C.

200 WEST STREET

NEW YORK, NY 10282

X

GSCP V ADVISORS, L.L.C.

200 WEST STREET

NEW YORK, NY 10282

X

GSCP VI Advisors, L.L.C.

200 WEST STREET

NEW YORK, NY 10282

X

GS KMI Advisors, L.L.C.

200 WEST STREET

NEW YORK, NY 10282

X

GS CAPITAL PARTNERS V GMBH & CO. KG

200 WEST STREET

NEW YORK, NY 10282

X

GSCP V GmbH Knight Holdings

200 WEST STREET

NEW YORK, NY 10282

X

Signatures

/s/ Yvette Koscic,

Attorney-in-fact

06/13/2012

__Signature of Reporting Person

Date

/s/ Yvette Koscic,

Attorney-in-fact

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Attorney-in-fact

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Date

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Attorney-in-fact

06/13/2012

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Date

/s/ Yvette Kosic,
Attorney-in-fact

06/13/2012

__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).

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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