

GS Capital Partners VI Parallel LP
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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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
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		X		

NEW YORK, NY 10282

GS Capital Partners VI Fund, L.P.

200 WEST STREET

X

NEW YORK, NY 10282-2198

GS GLOBAL INFRASTRUCTURE PARTNERS I L P

200 WEST STREET

X

NEW YORK, NY 10282

GS INSTITUTIONAL INFRASTRUCTURE PARTNERS I L P

200 WEST STREET

X

NEW YORK, NY 10282

GSCP KMI Investors LP

200 WEST STREET

X

NEW YORK, NY 200 WEST S

Goldman Sachs KMI Investors LP

200 WEST STREET

X

NEW YORK, NY 10282

GSCP V OFFSHORE ADVISORS, L.L.C.

200 WEST STREET

X

NEW YORK, NY 10282-2198

Signatures

/s/ Yvette Kotic,

Attorney-in-fact

06/13/2012

__Signature of Reporting Person

Date

/s/ Yvette Kotic,

Attorney-in-fact

06/13/2012

__Signature of Reporting Person

Date

/s/ Yvette Kotic,

Attorney-in-fact

06/13/2012

__Signature of Reporting Person

Date

/s/ Yvette Kotic,

Attorney-in-fact

06/13/2012

__Signature of Reporting Person

Date

/s/ Yvette Kotic,

Attorney-in-fact

06/13/2012

__Signature of Reporting Person

Date

/s/ Yvette Kotic,

Attorney-in-fact

06/13/2012

__Signature of Reporting Person

Date

/s/ Yvette Kotic,

Attorney-in-fact

06/13/2012

__Signature of Reporting Person

Date

06/13/2012

/s/ Yvette Kosic,
Attorney-in-fact

__Signature of Reporting Person

Date

/s/ Yvette Kosic,
Attorney-in-fact

06/13/2012

__Signature of Reporting Person

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.

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.