

KINDER MORGAN, INC.  
 Form 4  
 January 21, 2016

**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 \*  
**SAROFIM FAYEZ**

(Last) (First) (Middle)

**TWO HOUSTON CENTER, 909  
 FANNIN, SUITE 2907**

(Street)

**HOUSTON, TX 77010**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**KINDER MORGAN, INC. [KMI]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**01/19/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (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 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) |            |   |                          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|--------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |            |   |                          |
| Class P Common Stock            | 01/19/2016                           |  | A                              |   | 15,940<br><u>(1)</u>  | A  | \$ 12.55  | 28,442,387 | D |                          |
| Class P Common Stock            |                                      |  |                                |   |   |  |   | 106,343    | I | By Spouse <u>(2)</u>     |
| Class P Common Stock            |                                      |  |                                |   |   |  |   | 7,124,429  | I | By FSI Corp.             |
| Class P Common Stock            |                                      |  |                                |   |   |  |   | 1,382,041  | I | By Sarofim International |

|                      |         |   |  |                        |
|----------------------|---------|---|--|------------------------|
| Stock                |         |   |  | Management Co.         |
| Class P Common Stock | 609,712 | I |  | By Fayez Sarofim & Co. |
| Class P Common Stock | 13,800  | I |  | As Trustee             |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SAROFIM FAYEZ<br>TWO HOUSTON CENTER<br>909 FANNIN, SUITE 2907<br>HOUSTON, TX 77010 | X             |           |         |       |

## Signatures

/s/ Fayez Sarofim 01/20/2016

\*\*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) Shares are subject to forfeiture restrictions that lapse on July 19, 2016.

Includes 6,343 shares held by a trust of which the reporting person's spouse is the sole grantor, trustee and beneficiary, which shares were

(2) inadvertently omitted in the reporting person's Forms 4 filed January 21, 2015 and July 24, 2015. The reporting person disclaims any and all beneficial or pecuniary interest in the shares owned by his spouse.

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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