

TCG HOLDINGS LLC
 Form 3
 February 10, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 ^ TCG HOLDINGS LLC
 (Last) (First) (Middle)
 02/10/2011

2. Date of Event Requiring Statement
 (Month/Day/Year)
 02/10/2011

3. Issuer Name and Ticker or Trading Symbol
 Kinder Morgan Holdco LLC [KMI]

4. Relationship of Reporting Person(s) to Issuer

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

C/O THE CARLYLE GROUP, ^ 1001 PENNSYLVANIA AVE., NW, SUITE 220 S
 (Street)

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer ___ Other
 (give title below) (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

WASHINGTON, ^ DC ^ 20004-2505
 (City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
 (Instr. 4)

2. Amount of Securities Beneficially Owned
 (Instr. 4)

3. Ownership Form:
 Direct (D)
 or Indirect (I)
 (Instr. 5)

4. Nature of Indirect Beneficial Ownership
 (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
 (Instr. 4)

2. Date Exercisable and Expiration Date
 (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
 (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
 Direct (D)
 or Indirect

6. Nature of Indirect Beneficial Ownership
 (Instr. 5)

Date Exercisable Date Expiration Date Title Amount or Number of Shares

Class A Common Stock, Series A-4	Â (1)(2)(3)	Â (1)(2)(3)	Class P Common Stock	72,187,967	\$ 0	(1) (Instr. 5)	I	See footnote (4) (5)
Class A Common Stock, Series A-4	Â (1)(2)(3)	Â (1)(2)(3)	Class P Common Stock	6,633,421	\$ 0		I	See footnote (6) (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TCG HOLDINGS LLC C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., NW, SUITE 220 S WASHINGTON, DC 20004-2505	Â	Â X	Â	Â
TC GROUP LLC C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., NW, SUITE 220 S WASHINGTON, DC 20004-2505	Â	Â X	Â	Â
TC Group IV Managing GP, L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., NW, SUITE 220 S WASHINGTON, DC 20004-2505	Â	Â X	Â	Â
TC Group IV, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., NW, SUITE 220 S WASHINGTON, DC 20004-2505	Â	Â X	Â	Â
Carlyle Partners IV Knight, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., NW, SUITE 220 S WASHINGTON, DC 20004-2505	Â	Â X	Â	Â

Signatures

By: /s/ Daniel A. D'Aniello, Managing Director 02/10/2011

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) The Reporting Persons hold Series A-4 shares of Class A Common Stock ("Class A Shares"). A holder of Class A Shares may, from time to time prior to May 31, 2015, elect to convert some, or all, of its Class A Shares in order to sell the resulting shares of the Issuer's Class P Common Stock ("Common Shares") to a third party or to make a distribution of such resulting Common Shares to its investors or partners. As of the date of this filing, Class A Shares are convertible on a one-for-one basis into Common Shares.

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- (2) As certain thresholds are met through holders of Class A Shares receiving additional value in the future from their ownership of the Class A Shares, either via distributions paid by the Issuer on such Class A Shares or future sales or distributions to its investors or partners of Common Shares received upon conversion of their Class A Shares, the holders of the Issuer's Series B-4 Class B Common Stock ("Class B Shares") and Series C-4 Class C Common Stock ("Class C Shares") will convert or be entitled to convert a portion of their Class B Shares and Class C Shares into Common Shares, and the Class A Shares will have their conversion ratio reduced in proportion to the amount of Common Shares that the Class B Shares and Class C Shares receive upon conversion.

- (3) The total number of Common Shares that the Class A Shares, Class B Shares and Class C Shares may receive in the aggregate is fixed. The formula for the conversion of Class A Shares, Class B Shares and Class C Shares into Common Shares, as well as the terms and conditions of such conversions, are specified in Article Fourth of the Issuer's Certificate of Incorporation, filed as Exhibit 3.1 of the Issuer's Amendment No. 3 to the Registration Statement on Form S-1, filed with the Securities and Exchange Commission on January 26, 2011. Each Reporting Person will convert some of its Class A Shares, on a one-for-one basis, into the Common Stock that such Reporting Person will sell in the Issuer's initial public offering of its Common Stock (the "IPO"). This conversion of Class A Common Stock into Class P Common Stock will occur prior to the closing of the IPO.

- (4) By Carlyle Partners IV Knight, L.P. TCG Holdings, L.L.C. exercise investment discretion over the shares held by Carlyle Partners IV Knight, L.P. through its indirect subsidiary, TC Group IV, L.P. TC Group IV, L.P. is the sole general partner of Carlyle Partners IV Knight, L.P. TC Group IV Managing GP, L.L.C. is the sole general partner of TC Group IV, L.P. TC Group, L.L.C. is the sole managing member of TC Group IV Managing GP, L.L.C.

- (5) TCG Holdings, L.L.C. is the sole managing member of TC Group, L.L.C. Accordingly, TC Group IV, L.P., TC Group IV Managing GP, L.L.C., TC Group, L.L.C. and TCG Holdings, L.L.C. each may be deemed to share beneficial ownership of our Class A shares owned of record by Carlyle Partners IV Knight, L.P. William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein are managing members of TCG Holdings, L.L.C. and, in such capacity, may be deemed to share beneficial ownership of the Class A shares beneficially owned by TCG Holdings, L.L.C. Such individuals expressly disclaim any such beneficial ownership.

- (6) By CP IV Coinvestment, L.P. TCG Holdings, L.L.C. exercise investment discretion over the shares held by CP IV Coinvestment, L.P. through its indirect subsidiary, TC Group IV, L.P. TC Group IV, L.P. is the sole general partner of CP IV Coinvestment, L.P. TC Group IV Managing GP, L.L.C. is the sole general partner of TC Group IV, L.P. TC Group, L.L.C. is the sole managing member of TC Group IV Managing GP, L.L.C. TCG Holdings, L.L.C. is the sole managing member of TC Group, L.L.C.

- (7) Accordingly, TC Group IV, L.P., TC Group IV Managing GP, L.L.C., TC Group, L.L.C. and TCG Holdings, L.L.C. each may be deemed to share beneficial ownership of our Class A shares owned of record by CP IV Coinvestment, L.P. William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein are managing members of TCG Holdings, L.L.C. and, in such capacity, may be deemed to share beneficial ownership of the Class A shares beneficially owned by TCG Holdings, L.L.C. Such individuals expressly disclaim any such beneficial ownership.

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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