

Cornell Henry  
 Form 3  
 February 10, 2011

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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 *   |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Cornell Henry                             |         | (Month/Day/Year)                     | Kinder Morgan Holdco LLC [KMI]   |  |
| (Last)                                      | (First) | (Middle)                             | 02/10/2011   |  |
| C/O GOLDMAN, SACHS & CO., Â 200 WEST STREET |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                    |         |                                      | (Check all applicable)   |  |
| NEW YORK, Â NY Â 10282                      |         |                                      | <input checked="" type="checkbox"/> Director                           | <input checked="" type="checkbox"/> 10% Owner        |
| (City)                                      | (State) | (Zip)                                | <input type="checkbox"/> Officer                                       | <input type="checkbox"/> Other                       |
|   |         |                                      | (give title below)   | (specify below)                                      |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

**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.**

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

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of Shares   |  |

(Instr. 5)

|                                     |       |       |                            |                    |      |   |                              |
|-------------------------------------|-------|-------|----------------------------|--------------------|------|---|------------------------------|
| Class A Common Stock,<br>Series A-1 | Â (3) | Â (3) | Class P<br>Common<br>Stock | 143,074,656<br>(3) | \$ 0 | I | See footnotes (1)<br>(2) (3) |
| Class A Common Stock,<br>Series A-2 | Â (3) | Â (3) | Class P<br>Common<br>Stock | 35,390,780<br>(3)  | \$ 0 | I | See footnotes (1)<br>(2) (3) |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Cornell Henry<br>C/O GOLDMAN, SACHS & CO.<br>200 WEST STREET<br>NEW YORK, NY 10282 | Â X           | Â X       | Â       | Â     |

## Signatures

/s/ Yvette Kusic, 02/10/2011  
Attorney-in-fact

\_\_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).

The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(2) Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, 143,074,656 shares of Series A-1 Class A Common Stock and 35,390,780 shares of Series A-2 Class A Common Stock of the Issuer through certain limited partnerships (the "Limited Partnerships"). Affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner or managing partner of the Limited Partnerships.

(3) See Exhibit 99.1 for text of footnote (3).

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### Remarks:

ForÂ PowerÂ ofÂ Attorney,Â seeÂ ExhibitÂ 24.

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.