

KINDER MORGAN, INC.
Form 4
December 12, 2011

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 *
C/R Energy GP III, LLC

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)
712 FIFTH AVENUE, 51ST FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/09/2011

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

NEW YORK, NY 10019

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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) | (A) or (D) | 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 | 12/09/2011 | | C | 1,202,991 | A | 1,202,991 | I | See footnote (2) |
| Class P Common Stock | 12/09/2011 | | S | 1,202,991 | D | \$ 25.35 0 | I | See footnote (2) |
| Class P Common Stock | 12/09/2011 | | C | 4,141,892 | A | 4,141,892 | I | See footnote (3) |
| Class P Common Stock | 12/09/2011 | | S | 4,141,892 | D | \$ 25.35 0 | I | See footnote (3) |

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| | | | | | | | | | |
|----------------------------|------------|--|---|-----------|---|-------------|-----------|---|------------------------|
| Class P Common Stock | 12/09/2011 | | C | 2,799,420 | A | <u>(1)</u> | 2,799,420 | I | See footnote (4) |
| Class P Common Stock | 12/09/2011 | | S | 2,799,420 | D | \$ 25.35 | 0 | I | See footnote (4) |
| Class P Common Stock | 12/09/2011 | | C | 114,992 | A | <u>(1)</u> | 114,992 | I | See footnote (5) |
| Class P Common Stock | 12/09/2011 | | S | 114,992 | D | \$ 25.35 | 0 | I | See footnote (5) |
| Class P Common Stock | 12/09/2011 | | C | 24,489 | A | <u>(1)</u> | 24,489 | I | See footnote (6) |
| Class P Common Stock | 12/09/2011 | | S | 24,489 | D | \$ 25.35 | 0 | I | See footnote (6) |

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

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(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 Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class A Common Stock, Series A-5 | <u>(1)</u> | 12/09/2011 | | C | 1,205,504 | <u>(1)</u> | <u>(1)</u> | Class P Common Stock | 1,202,99 |
| Class A Common Stock, Series A-5 | <u>(1)</u> | 12/09/2011 | | C | 4,150,546 | <u>(1)</u> | <u>(1)</u> | Class P Common Stock | 4,141,89 |

| | | | | | | | | |
|--|-----|------------|---|-----------|-----|-----|----------------------------|----------|
| Class A Common Stock, Series A-5 | (1) | 12/09/2011 | C | 2,805,269 | (1) | (1) | Class P Common Stock | 2,799,42 |
| Class A Common Stock, Series A-5 | (1) | 12/09/2011 | C | 115,232 | (1) | (1) | Class P Common Stock | 114,992 |
| Class A Common Stock, Series A-5 | (1) | 12/09/2011 | C | 24,540 | (1) | (1) | Class P Common Stock | 24,489 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| C/R Energy GP III, LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019 | | X | | |
| C/R KNIGHT PARTNERS, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019 | | X | | |
| Carlyle/Riverstone Knight Investment Partnership, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019 | | X | | |
| Carlyle/Riverstone Energy Partners III, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019 | | X | | |

Signatures

/s/ Pierre F.

Lapeyre, Jr.

12/09/2011

**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).

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- (4) See exhibit 99.1 for text of footnote (4).
- (5) See exhibit 99.1 for text of footnote (5).
- (6) See exhibit 99.1 for text of footnote (6).

Remarks:

Exhibit List Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filer Information

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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