

KINDER RICHARD D
Form 4
December 27, 2012

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 *
KINDER RICHARD D

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)
1001 LOUISIANA STREET, SUITE 1000

3. Date of Earliest Transaction (Month/Day/Year)
12/26/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

(Street)
HOUSTON, TX 77002

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)	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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class P common stock	12/26/2012		M		187,741,404	A	①	218,755,441	D	
Class P common stock	12/26/2012		M		11,004,345	A	①	229,759,786	D	
Class P common stock	12/26/2012		M		5,502,172	A	①	11,072,258	I	By Limited Partnership (2)
Class P common stock	12/26/2012		M		40,467	A	①	40,467	I	By Spouse (3)

stock

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Class A common stock	(1)	12/26/2012		M	216,492,170	(4) (4)	Class P Common Stock 187,74 (1)
Class B common stock	(1)	12/26/2012		M	12,424,677	(4) (4)	Class P Common Stock 11,004 (1)
Class B common stock	(1)	12/26/2012		M	6,212,338	(4) (4)	Class P Common Stock 5,502,1
Class A common stock	(1)	12/26/2012		M	46,664	(4) (4)	Class P Common Stock 40,46

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KINDER RICHARD D 1001 LOUISIANA STREET, SUITE 1000 HOUSTON, TX 77002	X	X	Chairman & CEO	

Signatures

/s/ Richard D. Kinder 12/26/2012

**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).

The shares of the series of Class A common stock and Class B common stock held by the Reporting Person automatically converted into

- (1) shares of Class P common stock upon the election of the holders of at least two-thirds of the shares of such series of Class A common stock and the holders of at least two-thirds of the shares of such series of Class B common stock.
- (2) The Reporting Person disclaims 99% of any beneficial ownership of the shares owned by such limited partnership.
- (3) The Reporting Person disclaims any and all beneficial or pecuniary interest in the shares owned by his spouse.
- (4) Not applicable.

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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