

Mathews Denise R
Form 4
July 17, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Mathews Denise R

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)
07/14/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Human Resources/Admin/IT

(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	07/14/2018		M		4,209 A \$ 17,524	D	
Class P Common Stock	07/14/2018		F		1,025 (2) D \$ 17.91 (3) 16,499	D	
Class P Common Stock						I	By Spouse (4)
					1,761		

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

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SEC 1474
(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)	8. Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	07/14/2018		M	4,209	<u>(1)</u> <u>(1)</u>	Class P Common Stock	4,209

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mathews Denise R 1001 LOUISIANA STREET, SUITE 1000 HOUSTON, TX 77002			VP, Human Resources/Admin/IT	

Signatures

/s/ Denise R.
Mathews

07/17/2018

**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) Each restricted stock unit represents the right to receive, at settlement, one share of Class P Common Stock. This transaction represents the settlement of restricted stock units in shares of Class P Common Stock on their scheduled vesting date of July 14, 2018.
- (2) Represents shares withheld by the issuer to satisfy tax withholding obligations upon vesting of 4,209 restricted stock units under the Kinder Morgan, Inc. 2015 Amended and Restated Stock Incentive Plan.
- (3) Closing price of Class P Common Stock on the trading day next preceding the date of vesting and settlement of the restricted stock units.
- (4) The reporting person disclaims any and all beneficial or pecuniary interest in the shares owned by her spouse.

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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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