

KINDER MORGAN INC
Form 4
May 31, 2007

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
AUSTIN EDWARD H JR

(Last) (First) (Middle)

755 EAST MULBERRY, STE 450

(Street)

SAN ANTONIO, TX 78212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KINDER MORGAN INC [KMI]

3. Date of Earliest Transaction
(Month/Day/Year)
05/30/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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) | | 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------------|---|--|--|--|
| | | | | Code | V Amount (D) Price | | | | |
| COMMON STOCK | 11/29/2006 | | G | | 10,000 | D \$ 105.23 | 84,857 | D | |
| COMMON STOCK | 05/30/2007 | | D | | 84,857 | D \$ 107.5 0 | | D | |
| COMMON STOCK | 05/30/2007 | | D | | 115,873 | D \$ 107.5 0 | | D | |

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

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SEC 1474
(9-02)

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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 or Number of Shares |
| STOCK OPTION (Right to Buy) | \$ 49 | 05/30/2007 | | D | 10,000 | 05/08/2001 01/02/2011 | | Common Stock | 10,000 |
| STOCK OPTION (Right to Buy) | \$ 55.85 | 05/30/2007 | | D | 10,000 | 01/02/2002 01/01/2012 | | Common Stock | 10,000 |
| STOCK OPTIONS (Right to Buy) | \$ 43.1 | 05/30/2007 | | D | 10,000 | 01/15/2003 01/14/2013 | | Common Stock | 10,000 |
| STOCK OPTION (Right to Buy) | \$ 61.4 | 05/30/2007 | | D | 10,000 | 05/11/2004 01/21/2014 | | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AUSTIN EDWARD H JR 755 EAST MULBERRY STE 450 SAN ANTONIO, TX 78212 | X | | | |

Signatures

/s/ Edward H. Austin, Jr. 05/30/2007

**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).

Stock options surrendered pursuant to Agreement and Plan of Merger dated as of August 28, 2006, among Kinder Morgan, Inc., Knight

(1) Holdco LLC and Knight Acquisition Co. in exchange for a cash payment equal to the difference between \$107.50 and the prices set forth in column 2.

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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