

KINDER MORGAN, INC.
Form 4
February 18, 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 *
Highstar Capital LP

(Last) (First) (Middle)

277 PARK AVENUE, 45TH FLOOR

(Street)

NEW YORK, NY 10172

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) (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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class P Common Stock	02/16/2011		C		27,599,660	A	(2)	27,599,660	I	See footnotes (1) (2) (3) (4) (8)
Class P Common Stock	02/16/2011		S		27,599,660	D	\$ 29.1	0	I	See footnotes (1) (2) (3) (4) (8)

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 Number Shares
Class A Common Stock	<u>(1) (2) (3)</u> <u>(4)</u>	02/16/2011	<u>(1)(2)(3)(4)</u>	C	1,021,601	<u>(1)(2)(3)(4)</u> <u>(1)(2)(3)(4)</u>	Class P Common Stock 1,021,601
Class A Common Stock	<u>(1) (2) (3)</u> <u>(4)</u>	02/16/2011	<u>(1)(2)(3)(4)</u>	C	20,027,128	<u>(1)(2)(3)(4)</u> <u>(1)(2)(3)(4)</u>	Class P Common Stock 20,027,128
Class A Common Stock	<u>(1) (2) (3)</u> <u>(4)</u>	02/16/2011	<u>(1)(2)(3)(4)</u>	C	6,550,931	<u>(1)(2)(3)(4)</u> <u>(1)(2)(3)(4)</u>	Class P Common Stock 6,550,931

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Highstar Capital LP
277 PARK AVENUE, 45TH FLOOR
NEW YORK, NY 10172

X

Signatures

By: /s/ Scott Litman Name: Scott Litman Title Executive Vice-President of Highstar Capital LP

02/18/2011

**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) The Reporting Persons hold Series A-3 shares of Class A Common Stock ("Class A Shares"). A holder of Class A Shares may, from time to time prior to May 31, 2015, elect to convert some, or all, of its Class A Shares in order to sell the resulting shares of the Issuer's Class P Common Stock ("Common Shares") to a third party or to make a distribution of such resulting Common Shares to its investors or partners. As of the date of this filing, Class A Shares are convertible on a one-for-one basis into Common Shares.

(2) As certain thresholds are met through holders of Class A Shares receiving additional value in the future from their ownership of the Class A Shares, either via distributions paid by the Issuer on such Class A Shares or future sales or distributions to its investors or partners of Common Shares received upon conversion of their Class A Shares, the holders of the Issuer's Series B-3 Class B Common Stock ("Class B Shares") and Series C-3 Class C Common Stock ("Class C Shares") will convert or be entitled to convert a portion of their Class B

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Shares and Class C Shares into Common Shares, and the Class A Shares will have their conversion ratio reduced in proportion to the amount of Common Shares that the Class B Shares and Class C Shares receive upon conversion.

The total number of Common Shares that the Class A Shares, Class B Shares and Class C Shares may receive in the aggregate is fixed. The formula for the conversion of Class A Shares, Class B Shares and Class C Shares into Common Shares, as well as the terms and conditions of such conversions, are specified in Article Fourth of the Issuer's Certificate of Incorporation, filed as Exhibit 3.1 of the

- (3) Issuer's Amendment No. 3 to the Registration Statement on Form S-1, filed with the Securities and Exchange Commission on January 26, 2011. In connection with the Issuer's initial public offering of its Common Shares (the "IPO"), each Reporting Person converted a portion of its Class A Shares, on a one-for-one basis, into the Common Shares that such Reporting Person sold in the IPO, which was consummated on February 16, 2011:

- (4) Highstar II Knight Acquisition Sub, L.P. ("Highstar II") converted 1,021,601 shares of Series A-3 Class A Shares into an equal number of Common Shares that were sold in the IPO. Highstar KMI Blocker LLC ("Highstar KMI") converted 20,027,128 shares of Series A-3 Class A Shares into an equal number of Common Shares that were sold in the IPO. Highstar Knight Partners, L.P. ("Highstar Knight") converted 6,550,931 shares of Series A-3 Class A Shares into an equal number of Common Shares that were sold in the IPO.

- (5) These Class A Shares are held for the account of Highstar II. Highstar Capital LP, a Delaware limited liability partnership ("Highstar Capital") serves as investment manager for Highstar II. Highstar Capital is controlled by Messrs. Lee, Miller, Stokes, Beall and Litman.

- (6) These Class A Shares are held for the account of Highstar KMI. Highstar Capital serves as investment manager for Highstar KMI. Highstar Capital is controlled by Messrs. Lee, Miller, Stokes, Beall and Litman.

- (7) These Class A Shares are held for the account of Highstar Knight. Highstar Capital serves as investment manager for Highstar Knight. Highstar Capital is controlled by Messrs. Lee, Miller, Stokes, Beall and Litman.

- (8) Each Reporting Person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any securities covered by this statement. Each Reporting Person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

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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