

KINDER MORGAN, INC.
Form 4/A
July 06, 2012

FORM 4

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

OMB APPROVAL

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Expires: January 31, 2005
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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 *
GOLDMAN SACHS GROUP INC

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)
200 WEST STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/30/2012

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

NEW YORK, NY 10282
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
06/13/2012

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
Class P Common Stock	05/30/2012		J ⁽³⁾	3 ⁽²⁾ ⁽³⁾ A ⁽³⁾ ⁽⁴⁾	238,662 ⁽²⁾	I	See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(1)</u>

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)

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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 Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Put Option (right to sell)	\$ 20 ⁽⁵⁾	05/30/2012		J ⁽²⁾⁽⁵⁾		11		⁽⁶⁾	07/21/2012	See footnote ⁽⁷⁾	
Put Option (right to sell)	\$ 21 ⁽⁵⁾	05/30/2012		J ⁽²⁾⁽⁵⁾		11		⁽⁶⁾	07/21/2012	See footnote ⁽⁷⁾	
Put Option (right to sell)	\$ 22 ⁽⁵⁾	05/30/2012		J ⁽²⁾⁽⁵⁾		11		⁽⁶⁾	07/21/2012	See footnote ⁽⁷⁾	
Put Option (right to sell)	\$ 25 ⁽⁵⁾	05/30/2012		J ⁽²⁾⁽⁵⁾		11		⁽⁶⁾	07/21/2012	See footnote ⁽⁷⁾	
Put Option (right to sell)	\$ 7.5 ⁽⁵⁾	05/30/2012		J ⁽²⁾⁽⁵⁾		180		⁽⁶⁾	01/19/2013	See footnote ⁽⁸⁾	
Put Option (right to sell)	\$ 10 ⁽⁵⁾	05/30/2012		J ⁽²⁾⁽⁵⁾		59		⁽⁶⁾	01/19/2013	See footnote ⁽⁹⁾	
Put Option (obligation to buy)	\$ 12.5 ⁽⁵⁾	05/30/2012		J ⁽²⁾⁽⁵⁾		12		⁽⁶⁾	01/19/2013	See footnote ⁽¹⁰⁾	
Put Option (obligation to buy)	\$ 15 ⁽⁵⁾	05/30/2012		J ⁽²⁾⁽⁵⁾		168		⁽⁶⁾	01/19/2013	See footnote ⁽¹¹⁾	
Put Option (obligation to buy)	\$ 17.5 ⁽⁵⁾	05/30/2012		J ⁽²⁾⁽⁵⁾		3		⁽⁶⁾	01/19/2013	See footnote ⁽¹²⁾	
Call Option (obligation to sell)	\$ 17.5 ⁽⁵⁾	05/30/2012		J ⁽²⁾⁽⁵⁾		6		⁽⁶⁾	01/19/2013	See footnote ⁽¹³⁾	
Call Option (obligation to sell)	\$ 25 ⁽⁵⁾	05/30/2012		J ⁽²⁾⁽⁵⁾		6		⁽⁶⁾	01/19/2013	See footnote ⁽¹³⁾	
Call Option (obligation to sell)	\$ 30 ⁽⁵⁾	05/30/2012		J ⁽²⁾⁽⁵⁾		5		⁽⁶⁾	01/19/2013	See footnote ⁽¹⁴⁾	

Warrants (right to buy)	\$ 40	05/30/2012	J ⁽²⁾⁽³⁾	361,542 <u>(2)</u>	05/30/2012 05/25/2017	Class P Common Stock	361 (
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282		X		See footnotes (1), (2) and (3)

Signatures

/s/ Yvette Kusic,
Attorney-in-fact

07/06/2012

**Signature of Reporting Person

Date

/s/ Yvette Kusic,
Attorney-in-fact

07/06/2012

**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).
- (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).
- (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).
- (7) See Exhibit 99.1 for text of footnote (7).
- (8) See Exhibit 99.1 for text of footnote (8).
- (9) See Exhibit 99.1 for text of footnote (9).
- (10) See Exhibit 99.1 for text of footnote (10).
- (11) See Exhibit 99.1 for text of footnote (11).
- (12) See Exhibit 99.1 for text of footnote (12).
- (13) See Exhibit 99.1 for text of footnote (13).
- (14) See Exhibit 99.1 for text of footnote (14).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.