

Kinder Morgan Holdco LLC
 Form 3
 February 10, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â C/R Energy GP III, LLC</p> <p>(Last) (First) (Middle)</p> <p>712 FIFTH AVENUE, 51ST FLOOR</p> <p>(Street)</p> <p>NEW YORK, NY 10019</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/10/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Kinder Morgan Holdco LLC [KMI]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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(Instr. 5)

Class A Common Stock, Series A-5	Â (1)(2)(3)	Â (1)(2)(3)	Class P Common Stock	11,446,633	\$ 0	I	See footnote (4)
Class A Common Stock, Series A-5	Â (1)(2)(3)	Â (1)(2)(3)	Class P Common Stock	39,410,694	\$ 0	I	See footnote (5)
Class A Common Stock, Series A-5	Â (1)(2)(3)	Â (1)(2)(3)	Class P Common Stock	26,636,877	\$ 0	I	See footnote (6)
Class A Common Stock, Series A-5	Â (1)(2)(3)	Â (1)(2)(3)	Class P Common Stock	1,094,165	\$ 0	I	See footnote (7)
Class A Common Stock, Series A-5	Â (1)(2)(3)	Â (1)(2)(3)	Class P Common Stock	233,019	\$ 0	I	See footnote (8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
C/R Energy GP III, LLC 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
C/R Energy III Knight Non-U.S. Partnership, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
C/R KNIGHT PARTNERS, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
Carlyle/Riverstone Knight Investment Partnership, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
Carlyle/Riverstone Energy Partners III, L.P. 712 FIFTH AVENUE, 51ST FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â

Signatures

By: /s/ Pierre F. Lapeyre, Jr., Title: Authorized
Person

02/10/2011

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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-5 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-5 Class B Common Stock ("Class B Shares") and Series C-5 Class C Common Stock ("Class C Shares") will convert or be entitled to convert a portion of their Class B 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.

(3) 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 Issuer's Amendment No. 3 to the Registration Statement on Form S-1, filed with the Securities and Exchange Commission on January 26, 2011. Each Reporting Person will convert some of its Class A Shares, on a one-for-one basis, into the Common Stock that such Reporting Person will sell in the Issuer's initial public offering of its Common Stock (the "IPO"). This conversion of Class A Common Stock into Class P Common Stock will occur prior to the closing of the IPO.

(4) By C/R Energy III Knight Non-U.S. Partnership, L.P. C/R Energy GP III, LLC exercises investment discretion and control over the shares held by C/R Energy III Knight Non-U.S. Partnership, L.P. through its general partner, Carlyle/Riverstone Energy Partners III, L.P., of which C/R Energy GP III, LLC is the sole general partner.

(5) By C/R Knight Partners, L.P. C/R Energy GP III, LLC exercises investment discretion and control over the shares held by C/R Knight Partners, L.P. through its general partner, Carlyle/Riverstone Energy Partners III, L.P., of which C/R Energy GP III, LLC is the sole general partner.

(6) By Carlyle/Riverstone Knight Investment Partnership, L.P. C/R Energy GP III, LLC exercises investment discretion and control over the shares held by Carlyle/Riverstone Knight Investment Partnership, L.P. through its general partner, Carlyle/Riverstone Energy Partners III, L.P., of which C/R Energy GP III, LLC is the sole general partner.

(7) By Riverstone Energy Coinvestment III, L.P., which subject to contractual commitments that it invest and divest side-by-side with C/R Energy III Knight Non-U.S. Partnership, L.P., C/R Knight Partners, L.P. and Carlyle/Riverstone Knight Investment Partnership, L.P.

(8) By Carlyle Energy Coinvestment III, L.P., which subject to contractual commitments that it invest and divest side-by-side with C/R Energy III Knight Non-U.S. Partnership, L.P., C/R Knight Partners, L.P. and Carlyle/Riverstone Knight Investment Partnership, L.P.

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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