

KINDER MORGAN, INC.
 Form 5
 February 05, 2014

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 SHAPER C PARK

(Last) (First) (Middle)

1001 LOUISIANA STREET, SUITE 1000

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2013

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 Reporting

(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) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Amount or Price | | |
| Class P common stock | 12/13/2013 | ^ | G | 20,000 D | \$ 0 1,685,720 | D | ^ |
| Class P common stock | ^ | ^ | ^ | ^ ^ | ^ ^ 7,000,000 | I | By Limited Liability Company ⁽¹⁾ |
| Class P common stock | ^ | ^ | ^ | ^ ^ | ^ ^ 1,957,784 | I | By Family Limited Partnership |

and Limited
Liability
Company (1)
(2)

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

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(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. Price of Derivative Security (Instr. 5) | 9. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHAPER C PARK 1001 LOUISIANA STREET, SUITE 1000 HOUSTON, TX 77002 | Â X | Â | Â | Â |

Signatures

/s/ C. Park
Shaper
02/03/2014
Date

**Signature of Reporting Person

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) On September 20, 2013, the Reporting Person transferred 7,000,000 shares of Class P common stock to a limited liability company (the "LLC") in exchange for an 81.57% membership interest in the LLC. In addition, a limited partnership of which the Reporting Person and his spouse are the general partners (the "family limited partnership") transferred 1,500,000 shares of Class P common stock and other assets to the LLC in exchange for a 17.80% membership interest in the LLC. Because the Reporting Person controls the voting and disposition of the Class P common stock owned by the LLC, the Reporting Person is reporting all 8,500,000 shares of Class P common

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stock owned by the LLC.

- (2) After the transaction reported in Table I, the Reporting Person directly owns 1,685,720 shares, controls 457,784 shares owned by the family limited partnership, and controls 8,500,000 shares owned by the LLC. The Reporting Person disclaims 98% of any beneficial ownership interest in the shares directly or indirectly owned by the family limited partnership.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.