

GS Capital Partners VI Parallel LP  
 Form 4  
 February 18, 2011

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 GSCP KMI Investors Offshore, LP

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)  
 02/16/2011

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

NEW YORK, NY 10282

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

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

(City) (State) (Zip)

**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)
Class P Common Stock	02/16/2011		C	V 43,639,298 (2)	A (2) 43,639,298	I	See footnotes (1) (2) (4)
Class P Common Stock	02/16/2011		S	D 43,639,298 (2)	\$ 29.1 0	I	See footnotes (1) (2) (4)

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

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 (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 of Number of Shares
Class A Common Stock, Series A-1	(2)	02/16/2011		C	34,985,360	(2) (2)	Class P Common Stock 34,985, (2)
Class A Common Stock, Series A-2	(2)	02/16/2011		C	8,653,938	(2) (2)	Class P Common Stock 8,653,9 (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GSCP KMI Investors Offshore, LP 200 WEST STREET NEW YORK, NY 10282		X		
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GS CAPITAL PARTNERS V FUND, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GS Capital Partners VI Parallel LP 200 WEST STREET NEW YORK, NY 10282		X		
GS Capital Partners VI Fund, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GS GLOBAL INFRASTRUCTURE PARTNERS I L P 200 WEST STREET NEW YORK, NY 10282		X		
		X		

GS INSTITUTIONAL INFRASTRUCTURE PARTNERS I L P  
200 WEST STREET  
NEW YORK, NY 10282

GSCP KMI Investors LP  
200 WEST STREET  
NEW YORK, NY 10282 X

Goldman Sachs KMI Investors LP  
200 WEST STREET  
NEW YORK, NY 10282 X

GSCP V OFFSHORE ADVISORS, L.L.C.  
200 WEST STREET  
NEW YORK, NY 10282 X

## Signatures

/s/ Yvette Kotic, Attorney-in-fact, GSCP KMI Investors Offshore, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Capital Partners V Institutional, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Capital Partners V Fund, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Capital Partners VI Parallel, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Capital Partners VI Fund, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Global Infrastructure Partners I, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Institutional Infrastructure Partners I, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GSCP KMI Investors, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, Goldman Sachs KMI Investors, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GSCP V Offshore Advisors, L.L.C.	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) 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).

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(4) See Exhibit 99.1 for text of footnote (4).

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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