

KINDER MORGAN, INC.
Form 4
December 04, 2014

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 *
SAROFIM FAYEZ

(Last) (First) (Middle)

TWO HOUSTON CENTER, 909
FANNIN, SUITE 2907

(Street)

HOUSTON, TX 77010

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2014

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 Filing(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 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 | 12/02/2014 | | A | | 5,232,002 | A | ① 28,021,657 | D | |
| Class P Common Stock | 12/02/2014 | | A | | 7,124,429 | A | ② 7,124,429 | I | By FSI Corp. |
| Class P Common Stock | | | | | | | 1,382,041 | I | By Sarofim International Management Co. |
| Class P Common Stock | | | | | | | 609,712 | I | By Fayez |

| | | | | | | | |
|----------------------|--|--|--|--------|---|--|---------------|
| Common Stock | | | | | | | Sarofim & Co. |
| Class P Common Stock | | | | 13,800 | I | | As Trustee |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SAROFIM FAYEZ TWO HOUSTON CENTER 909 FANNIN, SUITE 2907 HOUSTON, TX 77010 | X | | | |

Signatures

/s/ Fayez Sarofim 12/04/2014

**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).

Received in exchange for 2,350,000 common units of Kinder Morgan Energy Partners, L.P. ("KMP") in connection with the merger (the "KMP merger") of KMP with a subsidiary of Kinder Morgan, Inc. ("KMI"). On December 2, 2014, the date the proration adjustments to the KMP merger consideration were determined, the closing price of KMI's Class P common stock was \$41.62 per share. The Reporting Person was required to make a filing under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "HSR Act") with respect to his ownership of KMI Class P common stock. Upon the expiration of the statutory waiting period under the HSR Act, which will occur on December 23, 2014, the Reporting Person will acquire beneficial ownership of such shares of KMI Class P common stock.

(1)

Received in exchange for 3,200,000 common units of KMP in connection with the KMP merger. On December 2, 2014, the date the proration adjustments to the KMP merger consideration were determined, the closing price of KMI's Class P common stock was \$41.62 per share. Such shares of KMI Class P common stock are subject to the same filing under the HSR Act noted in footnote (1) above, and FSI Corp. will acquire beneficial ownership of such shares upon expiration of the statutory waiting period.

(2)

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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