

STREET JAMES E

Form 4

September 17, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STREET JAMES E

(Last) (First) (Middle)

500 DALLAS STREET, SUITE
1000

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

KINDER MORGAN, INC. [KMI]

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

09/14/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP, HR and Administration

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|--|
| Class P common stock | 09/14/2012 | | M | 2,404 A <u>(1)</u> | 789,246 <u>(2)</u> | D | |
| Class P common stock | 09/14/2012 | | M | 48,677 A <u>(1)</u> | 48,677 <u>(2)</u> | I | By Limited Partnership |
| Class P common stock | 09/14/2012 | | J ⁽³⁾ | 12,048 D \$ 0 | 36,629 | I | By Limited Partnership |

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)

| 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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--|----------------------------|---------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price |
| Class C common stock | (1) | 09/14/2012 | | M | | 28 | | (5) | (5) | Class P Common Stock | 2,404 (1) | \$ 0.00 |
| Class B common stock | (1) | 09/14/2012 | | M | | 21,083 | | (5) | (5) | Class P Common Stock | 48,677 (1) | \$ 0.00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STREET JAMES E 500 DALLAS STREET, SUITE 1000 HOUSTON, TX 77002 | | | VP, HR and Administration | |

Signatures

James E. Street 09/17/2012

**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) The shares of the series of Class B and common stock and Class C common stock held by the Reporting Person automatically converted into shares of Class P common stock upon the voluntary conversion by holders other than the Reporting Person of shares of Class A common stock of the corresponding series into shares of Class P common stock (and subsequent transfer of such shares of Class P common stock).

(2) On August 17, 2012, a limited partnership controlled by the Reporting Person distributed, in a pro rata distribution, 234,154 shares to the Reporting Person, changing the form of beneficial ownership of such shares from indirect to direct.

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- (3) Pro rata distribution from a limited partnership controlled by the Reporting Person to his daughters' trusts, in which the Reporting Person has no pecuniary interest.

The shares of the issuer's Class A common stock, Class B common stock and Class C common stock are convertible into a fixed aggregate number of shares of the issuer's Class P common stock. The shares of Class A common stock initially were convertible into shares of Class P common stock on a one-for-one basis, and the shares of Class B common stock and Class C common stock initially

- (4) were not convertible into any shares of Class P common stock. Upon certain circumstances, the shares of Class B common stock and Class C common stock may convert into shares of Class P common stock, and the shares of Class A common stock would become convertible in to a correspondingly lesser number of shares of Class P common stock. Any shares of Class A common stock, Class B common stock and Class C common stock outstanding on May 31, 2015 will automatically convert into shares of Class P common stock.

- (5) Not applicable.

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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