

GS Capital Partners VI Parallel LP  
 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)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
GSCP KMI Investors Offshore, LP			(Month/Day/Year)	Kinder Morgan Holdco LLC [KMI]	
(Last)	(First)	(Middle)	02/10/2011		
200 WEST STREET			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
NEW YORK, NY 10282			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)		
			6. Individual or Joint/Group Filing(Check Applicable Line)		
			<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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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)**

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

(Instr. 5)

Class A Common Stock, Series A-1	Â (2)	Â (2)	Class P Common Stock	143,074,656 <u>(2) (3)</u>	\$ 0	I	See footnotes <u>(1)</u> <u>(2) (3)</u>
Class A Common Stock, Series A-2	Â (2)	Â (2)	Class P Common Stock	35,390,780 <u>(2) (3)</u>	\$ 0	I	See footnotes <u>(1)</u> <u>(2) (3)</u>

## Reporting Owners

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

## Signatures

/s/ Yvette Kotic, Attorney-in-fact, GSCP KMI Investors Offshore, L.P.	02/10/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Capital Partners V Institutional, L.P.	02/10/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Capital Partners V Fund, L.P.	02/10/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Capital Partners VI Parallel, L.P.	02/10/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Capital Partners VI Fund, L.P.	02/10/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Global Infrastructure Partners I, L.P.	02/10/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GS Institutional Infrastructure Partners I, L.P.	02/10/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GSCP KMI Investors, L.P.	02/10/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, Goldman Sachs KMI Investors, L.P.	02/10/2011
__Signature of Reporting Person	Date
/s/ Yvette Kotic, Attorney-in-fact, GSCP V Offshore Advisors, L.L.C.	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) 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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### Remarks:

ForÂ PowersÂ ofÂ Attorney,Â seeÂ ExhibitÂ 24.

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