

KINDER MORGAN, INC.

Form 4

December 04, 2014

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 *
KINDER RICHARD D

(Last) (First) (Middle)

1001 LOUISIANA, 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)

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)

Chairman and CEO

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		725,567	A	<u>(1)</u>	233,577,612	D
Cass P Common Stock	12/02/2014		A		134,741	A	<u>(2)</u>	233,712,353	D
Class P Common Stock	12/02/2014		A		17,539	A	<u>(3)</u>	61,479	I
Class P Common								11,072,258	I
									By Spouse <u>(3)</u>
									By Limited Partnership

Stock

(4)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KINDER RICHARD D 1001 LOUISIANA SUITE 1000 HOUSTON, TX 77002	X	X	Chairman and CEO	

Signatures

/s/ Richard D
Kinder
12/04/2014
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).

Received in exchange for 325,895 common units of Kinder Morgan Energy Partners, L.P. ("KMP") in connection with the merger (the
(1) "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.

(2)

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Received in exchange for 128,000 common units of El Paso Pipeline Partners, L.P. ("EPB") in connection with the merger (the "EPB merger") of EPB with a subsidiary of Kinder Morgan, Inc. ("KMI"). On December 2, 2014, the date the proration adjustments to the EPB merger consideration were determined, the closing price of KMI's Class P common stock was \$41.62 per share.

(3) Received by the Reporting Person's spouse in exchange for 7,878 common units of KMP (previously reported at 7,879 common units) 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 common stock was \$41.62 per share.

(4) The Reporting Person disclaims 99% of any beneficial ownership of the shares owned by such limited partnership.

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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