

KKR & Co. L.P.
Form 4
October 04, 2010

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 *
FISHER TODD A

(Last) (First) (Middle)

C/O KKR & CO. L.P., 9 WEST
57TH STREET, 42ND FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KKR & Co. L.P. [KKR]

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2010

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 below) ___ Other (specify below)
Chief Administrative Officer

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 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)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
KKR Group Partnership Units	(1) (2)	09/30/2010	J(3)	780,383 (3)					(1)(2)	(1)(2)	Common Units	780,383 (3)
KKR Group Partnership Units	(2)								(2)	(2)	Common Units	604,850 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHER TODD A C/O KKR & CO. L.P. 9 WEST 57TH STREET, 42ND FLOOR NEW YORK, NY 10019			Chief Administrative Officer	

Signatures

/s/ David J. Sorkin, 10/04/2010
Attorney-in-fact

**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) Includes interests in KKR Group Partnership Units (which term refers collectively to one Class A partner unit in each of KKR Management Holdings L.P. and KKR Fund Holdings L.P.) that will vest in installments over a five-year period beginning on October 1, 2009, the grant date for such units. Also includes previously disclosed interests in 1,115,401 KKR Group Partnership Units that were distributed on September 30, 2010 to the Reporting Person upon the dissolution of a limited liability company, of which the Reporting Person was the sole member.
- (2) The Reporting Person's interests in KKR Group Partnership Units are represented by units of KKR Holdings L.P., the entity that directly holds the KKR Group Partnership Units. The units of KKR Holdings L.P. are exchangeable for KKR Group Partnership Units on a one-for-one basis. Pursuant to an exchange agreement, holders of KKR Group Partnership Units may, up to four times each year, exchange KKR Group Partnership Units held by them, together with corresponding special voting units, for KKR & Co. L.P. common units on a one-for-one basis, subject to customary conversion rate adjustments for splits, unit distributions and reclassifications and compliance with lock-up, vesting and transfer restrictions and the terms of the exchange agreement.
- (3) On September 30, 2010, interests in 780,383 KKR Group Partnership Units were distributed to the Reporting Person upon the dissolution of a trust that was for the benefit of the Reporting Person but of which the Reporting Person was not a trustee.
- (4) Includes previously disclosed interests in 357,576 KKR Group Partnership Units that were distributed on September 30, 2010 to this trust upon the dissolution of a limited liability company, of which this trust was the sole member.

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- (5) These interests in KKR Group Partnership Units are held in a trust, the beneficiaries of which are certain family members of the Reporting Person and of which the Reporting Person is a trustee with authority limited to investments.

Remarks:

Pursuant to Rule 16a-1(a)(4), of the Securities Exchange Act of 1934, as amended, the Reporting Person states that this filing is

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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