

TCG HOLDINGS LLC
Form 4
December 12, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TCG HOLDINGS LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2011

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 12/09/2011 | | C | | 7,586,640 | A | 11 |
| | | | | | | | 7,586,640 |
| | | | | | | I | |
| | | | | | | | See footnote (2) |
| Class P Common Stock | 12/09/2011 | | S | | 7,586,640 | D | \$ 25.35 |
| | | | | | | | 0 |
| | | | | | | I | |
| | | | | | | | See footnote (2) |
| Class P Common Stock | 12/09/2011 | | C | | 697,144 | A | 11 |
| | | | | | | | 697,144 |
| | | | | | | I | |
| | | | | | | | See footnote (3) |
| Class P Common Stock | 12/09/2011 | | S | | 697,144 | D | \$ 25.35 |
| | | | | | | | 0 |
| | | | | | | I | |
| | | | | | | | See footnote (3) |

Edgar Filing: TCG HOLDINGS LLC - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class A Common Stock, Series A-4 | (1) | 12/09/2011 | | C | 7,602,490 | (1) | (1) | Class P Common Stock | 7,586,640 |
| Class A Common Stock, Series A-4 | (1) | 12/09/2011 | | C | 698,601 | (1) | (1) | Class P Common Stock | 697,144 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TCG HOLDINGS LLC | | X | | |
| TC Group, LLC C/O CARLYLE GROUP 1001 PENNSYLVANIA AVENUE NW SUITE 220 S WASHINGTON, DC 20004 | | X | | |
| TC Group IV Managing GP, L.L.C. 1001 PENNSYLVANIA AVENUE, N.W. SUITE 200 SOUTH, ATTN: DONNA ARRINGTON WASHINGTON, DC 20004 | | X | | |
| TC Group IV, L.P. 1001 PENNSYLVANIA AVENUE, N.W. SUITE 200 SOUTH | | X | | |

WASHINGTON, DC 20004

Carlyle Partners IV Knight, L.P.
1001 PENNSYLVANIA AVENUE, N.W.
SUITE 220 SOUTH
WASHINGTON, DC 20004

X

CP IV Coinvestment, L.P.
1001 PENNSYLVANIA AVENUE, N.W.
SUITE 200 SOUTH, ATTN: DONNA ARRINGTON
WASHINGTON, DC 20004

X

Signatures

/s/ Jeremy W. Anderson, attorney-in-fact for David M.
Rubenstein

12/09/2011

__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) 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).

Remarks:

Exhibit List Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filer Information

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.