

KINDER MORGAN, INC.

Form 4

November 18, 2011

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SAROFIM FAYEZ

(Last) (First) (Middle)

TWO HOUSTON CENTER, SUITE
2907

(Street)

HOUSTON, TX 77010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

KINDER MORGAN, INC. [KMI]

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

11/16/2011

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)

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	11/16/2011		M		21,389,655	A	<u>11</u>	21,389,655	D
Class P Common Stock	11/16/2011		M		1,382,041	A	<u>11</u>	1,382,041	I
Class P Common Stock	11/16/2011		M		4,067,426	A	<u>11</u>	4,067,426	I
									By Sarofim International Management Co.
									By Sarofim Special Investments, LLC

Class P Common Stock	11/16/2011	M	1,147,222	A	<u>(1)</u>	1,147,222	I	By West Clay Investment Partnership No.8 (Energy Investments), L.P.
Class P Common Stock	11/16/2011	M	13,800	A	<u>(1)</u>	13,800	I	As Trustee

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class A Common Stock	<u>(1)</u>	11/16/2011		M	23,817,452	<u>(2)</u>	<u>(2)</u>	Class P Common Stock	21,389, <u>(1)</u>
Class A Common Stock	<u>(1)</u>	11/16/2011		M	1,538,907	<u>(2)</u>	<u>(2)</u>	Class P Common Stock	1,382,0 <u>(1)</u>
Class A Common Stock	<u>(1)</u>	11/16/2011		M	4,529,092	<u>(2)</u>	<u>(2)</u>	Class P Common Stock	4,067,4 <u>(1)</u>
Class A Common Stock	<u>(1)</u>	11/16/2011		M	1,277,436	<u>(2)</u>	<u>(2)</u>	Class P Common Stock	1,147,2 <u>(1)</u>
Class A Common Stock	<u>(1)</u>	11/16/2011		M	15,365	<u>(2)</u>	<u>(2)</u>	Class P Common Stock	13,800

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SAROFIM FAYEZ TWO HOUSTON CENTER, SUITE 2907 HOUSTON, TX 77010	X

Signatures

/s/ Fayez
Sarofim

11/18/2011

 **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).
- The shares of the series of Class A common stock held by the Reporting Person automatically converted into a correspondingly lesser
- (1) number of shares of Class P common stock upon the election of the holders of at least two-thirds of the shares of such series of Class A common stock and the holders of at least two-thirds of the shares of such series of Class B common stock.
 - (2) 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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