

KINDER MORGAN INC

Form S-8 POS

June 12, 2007

As filed with the Securities and Exchange Commission on June 12, 2007

## UNITED STATES

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

**Form S-8 Registration Statement No. 2-77752**

POST-EFFECTIVE AMENDMENT NO. 1 TO

**Form S-8 Registration Statement No. 33-10747**

POST-EFFECTIVE AMENDMENT NO. 1 TO

**Form S-8 Registration Statement No. 33-24934**

POST-EFFECTIVE AMENDMENT NO. 1 TO

**Form S-8 Registration Statement No. 33-33018**

POST-EFFECTIVE AMENDMENT NO. 1 TO

**Form S-8 Registration Statement No. 33-46999**

POST-EFFECTIVE AMENDMENT NO. 1 TO

**Form S-8 Registration Statement No. 33-54403**

POST-EFFECTIVE AMENDMENT NO. 1 TO

**Form S-8 Registration Statement No. 33-54443**

POST-EFFECTIVE AMENDMENT NO. 1 TO

**Form S-8 Registration Statement No. 33-54555**

POST-EFFECTIVE AMENDMENT NO. 1 TO

**Form S-8 Registration Statement No. 333-08059**

POST-EFFECTIVE AMENDMENT NO. 1 TO

**Form S-8 Registration Statement No. 333-08087**

POST-EFFECTIVE AMENDMENT NO. 1 TO

**Form S-8 Registration Statement No. 333-42178**

POST-EFFECTIVE AMENDMENT NO. 2 TO

**Form S-8 Registration Statement No. 333-53908**

POST-EFFECTIVE AMENDMENT NO. 1 TO

**Form S-8 Registration Statement No. 333-60839**

POST-EFFECTIVE AMENDMENT NO. 1 TO

**Form S-8 Registration Statement No. 333-74864**

POST-EFFECTIVE AMENDMENT NO. 1 TO

**Form S-8 Registration Statement No. 333-104264**

POST-EFFECTIVE AMENDMENT NO. 1 TO

**Form S-8 Registration Statement No. 333-122345**

POST-EFFECTIVE AMENDMENT NO. 1 TO

**Form S-8 Registration Statement No. 333-132462**

### UNDER THE SECURITIES ACT OF 1933

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## Kinder Morgan, Inc.

(Exact name of registrant as specified in its charter)

**Kansas**

(State or other jurisdiction of  
incorporation or organization)

**48-0290000**

(I.R.S. Employer  
Identification No.)

**500 Dallas Street, Suite 1000**

**Houston, Texas 77002**

(Address of registrant's principal executive offices)

**1982 Incentive Stock Option Plan**

**1982 Stock Option Plan for Non-Employee Directors**

**1986 Incentive Stock Option Plan**

**1988 Incentive Stock Option Plan**

**Employees Stock Purchase Plan**

**1992 Stock Option Plan For Non-Employee Directors**

**K N Energy, Inc. Profit Sharing And Savings Plan**

**K N Energy, Inc. Long-Term Incentive Plan**

**American Oil And Gas Corporation Stock Incentive Plan**

**K N Energy, Inc. 1992 Stock Option Plan For Nonemployee Directors**

**K N Energy, Inc. Long-Term Incentive Plan**

**Kinder Morgan, Inc. Savings Plan**

**Kinder Morgan, Inc. Amended and Restated 1999 Stock Option Plan**

**1994 K N Energy, Inc. Long-Term Incentive Plan**

**Kinder Morgan, Inc. Employees Stock Purchase Plan**

**Kinder Morgan, Inc. Non-Employee Directors Stock Awards Plan**

**Kinder Morgan, Inc. Foreign Subsidiary Employees Stock Purchase Plan**

(Full title of Plan)

**Joseph Listengart  
500 Dallas Street, Suite 1000**

**Houston, Texas 77002**

**(713) 369-9000**

(Name, address and telephone number of agent for service)

*Copy to:*

**Gary W. Orloff**

**Bracewell & Giuliani LLP**

**711 Louisiana Street, Suite 2300**

**Houston, Texas 77002-2770**

**Telephone: (713) 221-1306**

**Facsimile: (713) 221-2166**

**DEREGISTRATION OF UNSOLD SECURITIES**

These Post-Effective Amendments relate to the following Registration Statements of Kinder Morgan, Inc. (the Registrant ).

Registration Statement on Form S-8 (File No. 2-77752), pertaining to the registration of 285,000 shares of the Registrant s common stock issuable under the Registrant s 1982 Incentive Stock Option Plan and 1982 Stock Option Plan for Non-Employee Directors.

Registration Statement on Form S-8 (File No. 33-10747), pertaining to the registration of 275,000 shares of the Registrant s common stock issuable under the Registrant s 1986 Incentive Stock Option Plan.

Registration Statement on Form S-8 (File No. 33-24934), pertaining to the registration of 275,000 shares of the Registrant s common stock issuable under the Registrant s 1988 Incentive Stock Option Plan.

Registration Statement on Form S-8 (File No. 33-33018), pertaining to the registration of 600,000 shares of the Registrant s common stock issuable under the Registrant s Employees Stock Purchase Plan.

Registration Statement on Form S-8 (File No. 33-46999), pertaining to the registration of 100,000 shares of the Registrant s common stock issuable under the Registrant s 1992 Stock Option Plan For Non-Employee Directors.

Registration Statement on Form S-8 (File No. 33-54403), pertaining to the registration of 700,000 shares of the Registrant s common stock issuable under the Registrant s K N Energy, Inc. Profit Sharing and Savings Plan.

Registration Statement on Form S-8 (File No. 33-54443), pertaining to the registration of 700,000 shares of the Registrant s common stock issuable under the Registrant s K N Energy, Inc. Long-Term Incentive Plan.

Registration Statement on Form S-8 (File No. 33-54555), pertaining to the registration of 700,000 shares of the Registrant s common stock issuable under the Registrant s American Oil and Gas Corporation Stock Incentive Plan.

Registration Statement on Form S-8 (File No. 333-08059), pertaining to the registration of 200,000 shares of the Registrant s common stock issuable under the Registrant s K N Energy, Inc. 1992 Stock Option Plan For Nonemployee Directors.

Registration Statement on Form S-8 (File No. 333-08087), pertaining to the registration of 1,500,000 shares of the Registrant s common stock issuable under the Registrant s K N Energy, Inc. Long-Term Incentive Plan.

Registration Statement on Form S-8 (File No. 333-42178), pertaining to the registration of 6,000,000 shares of the Registrant s common stock issuable under the Registrant s Kinder Morgan, Inc. Savings Plan.

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Registration Statement on Form S-8 (File No. 333-53908), pertaining to the registration of 10,500,000 shares of the Registrant's common stock issuable under the Registrant's Kinder Morgan, Inc. Amended and Restated 1999 Stock Option Plan.

Registration Statement on Form S-8 (File No. 333-60839), pertaining to the registration of 1,600,000 shares of the Registrant's common stock issuable under the Registrant's 1994 K N Energy, Inc. Long-Term Incentive Plan.

Registration Statement on Form S-8 (File No. 333-74864), pertaining to the registration of 500,000 shares of the Registrant's common stock issuable under the Registrant's 1992 Stock Option Plan For Non-Employee Directors.

Registration Statement on Form S-8 (File No. 333-104264), pertaining to the registration of 1,050,000 shares of the Registrant's common stock issuable under the Registrant's Kinder Morgan, Inc. Employees Stock Purchase Plan.

Registration Statement on Form S-8 (File No. 333-122345), pertaining to the registration of 500,000 shares of the Registrant's common stock issuable under the Registrant's Kinder Morgan, Inc. Non-Employee Directors Stock Awards Plan.

Registration Statement on Form S-8 (File No. 333-132462), pertaining to the registration of 1,000,000 shares of the Registrant's common stock issuable under the Registrant's Kinder Morgan, Inc. Foreign Subsidiary Employees Stock Purchase Plan.

The plans identified above are collectively referred to as the Plans .

On May 30, 2007, pursuant to an Agreement and Plan of Merger (the Merger Agreement ) among Knight Holdco LLC, a Delaware limited liability company ( Parent ), Knight Acquisition Co., a Delaware corporation and a wholly-owned subsidiary of Parent ( Acquisition Co ), Acquisition Co merged with and into the Registrant, with the Registrant continuing as the surviving corporation (the Merger ). As a result of the Merger, the Registrant became a wholly-owned subsidiary of Parent. As provided in the Merger Agreement, each outstanding share of common stock of the Registrant (other than shares held in the treasury of the Registrant, shares owned by Parent or any wholly-owned subsidiary of Parent or the Registrant immediately prior to the effective time of the Merger or shares held by shareholders who properly exercised appraisal rights under Delaware law) was automatically converted into the right to receive \$107.50 in cash, without interest.

In accordance with an undertaking made by the Registrant in the Registration Statements to remove by means of a post-effective amendment any shares of the Registrant's common stock which remain unsold at the termination of the offering, the Registrant hereby de-registers any and all shares of common stock originally reserved for issuance under the Plans and registered under the Registration Statements listed above which remained unissued at the effective time of the Merger.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 12th day of June, 2007.

**KINDER MORGAN, INC.**  
(Registrant)

By: /s/ Joseph Listengart  
Name: Joseph Listengart  
Title: Vice President and General Counsel

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