

GS Capital Partners VI Parallel LP
Form 4
August 17, 2012

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 *
GSCP KMI Investors Offshore, LP

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)
200 WEST STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2012

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

NEW YORK, NY 10282

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	08/15/2012		M		26,249,532 (2)	A	(2) 26,487,948	I	See footnotes (1) (2) (3) (5)
Class P Common Stock	08/15/2012		M		6,491,549 (2)	A	(2) 32,979,497	I	See footnotes (1) (2) (3) (5)
Class P Common Stock	08/15/2012		S		32,741,081 (2)	D	\$ 34.51 238,416 (3)	I	See footnotes (1) (2) (3) (4) (5)

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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 (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)	Amount of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Class A Common Stock, Series A-1	(2)	08/15/2012		M	31,560,758	(2) (2)	Class P Common Stock	26,249, (2)
Class A Common Stock, Series A-2	(2)	08/15/2012		M	7,816,658	(2) (2)	Class P Common Stock	6,491,5 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GSCP KMI Investors Offshore, LP 200 WEST STREET NEW YORK, NY 10282	X	X		
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. 200 WEST STREET NEW YORK, NY 10282-2198		X		
GS CAPITAL PARTNERS V FUND, L.P. 200 WEST STREET NEW YORK, NY 10282-2198		X		
GS Capital Partners VI Parallel LP 200 WEST STREET NEW YORK, NY 10282-2198		X		
		X		

GS Capital Partners VI Fund, L.P.
200 WEST STREET
NEW YORK, NY 10282-2198

GS GLOBAL INFRASTRUCTURE PARTNERS I L P
200 WEST STREET
NEW YORK, NY 10282-2198 X

GS INSTITUTIONAL INFRASTRUCTURE PARTNERS I L P
200 WEST STREET
NEW YORK, NY 10282-2198 X

GSCP KMI Investors LP
200 WEST STREET
NEW YORK, NY 10282-2198 X

Goldman Sachs KMI Investors LP
200 WEST STREET
NEW YORK, NY 10282-2198 X

GSCP V OFFSHORE ADVISORS, L.L.C.
200 WEST STREET
NEW YORK, NY 10282-2198 X

Signatures

/s/ Yvette Kotic,
Attorney-in-fact 08/17/2012

__Signature of Reporting Person Date

/s/ Yvette Kotic,
Attorney-in-fact 08/17/2012

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Attorney-in-fact 08/17/2012

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Attorney-in-fact 08/17/2012

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<u> </u> **Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	08/17/2012

<u> </u> **Signature of Reporting Person	Date
/s/ Yvette Kosic, Attorney-in-fact	08/17/2012

<u> </u> **Signature of Reporting Person	Date
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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).
- (4) See Exhibit 99.1 for text of footnote (4).
- (5) See Exhibit 99.1 for text of footnote (5).

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.