Cornell Henry Form 4 July 06, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

2005

Number: January 31, Expires:

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obligations

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 may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Cornell Henry Issuer Symbol KINDER MORGAN, INC. [KMI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Other (specify Officer (give title 200 WEST STREET 06/25/2012 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10282 Person (City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Amount (D) Price Class P See Common X 06/25/2012 246 D <u>(4)</u> 238,416 Ι footnotes (1) (2) (3) (4) Stock

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	Derivative		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
Warrants (right to buy)	\$ 40	06/25/2012		X		384	<u>(5)</u>	05/25/2017	Class P Common Stock	384
Call Option (obligation to sell)	\$ 17.5 <u>(4)</u>	06/25/2012		X		6	<u>(5)</u>	01/19/2013	See footnote	<u>(4)</u>

(Ir

### **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Cornell Henry 200 WEST STREET X NEW YORK, NY 10282

## **Signatures**

/s/ Yvette Kosic, Attorney-in-fact 07/06/2012

\*\*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 Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities (1) reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the

- (1) reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- The shares of Class P Common Stock, par value \$0.01 per share (the "Common Stock"), Warrants and Call Options of Kinder Morgan, Inc. (the "Company") reported herein as indirectly exercised were beneficially owned directly by Goldman Sachs and indirectly by GS Group. Without admitting any legal obligation, Goldman Sachs or another wholly-owned subsidiary of GS Group will remit appropriate profits, if any, to the Company.

**(3)** 

Reporting Owners 2

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In addition, Goldman Sachs held open short positions of 74,449 Common Stock, 113,694 Warrants, and 71 shares of El Paso Energy Capital Trust I 4.75% Trust Convertible Preferred Securities (the "El Paso Trust Preferred"). Each share of El Paso Trust Preferred is convertible into 0.7195778 shares of Common Stock and 1.099904 Warrants. Additionally, Goldman Sachs may be deemed to have indirectly held open short positions of 221 shares of Common Stock through Goldman Sachs' open short positions of depositary receipts of Utilities HOLDRs Trust, which holds shares of several issuers, one of which is the Company.

Each call option is exercisable for 41 shares of Common Stock, 64 Warrants and \$1,492.38 in cash. The aggregate value paid for the (4) exercise of the six call options was \$10,500. In exchange for the \$10,500, 246 shares of Common Stock, 384 Warrants and \$8,954.28 were delivered.

#### (5) Immediately exercisable.

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.