Miller Michael Jaye Form 4 December 12, 2011

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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X 10% Owner

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(Street)

(State)

Miller Michael Jaye

2. Issuer Name and Ticker or Trading Symbol

KINDER MORGAN, INC. [KMI]

5. Relationship of Reporting Person(s) to Issuer

_X__ Director

(Last)

(City)

FLOOR

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 12/09/2011

(Check all applicable)

277 PARK AVENUE, 45TH

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10172

| | | | | | | | · · · · · · · · · · · · · · · · · · · | | • |
|--------------------------------------|---|---|--------|-----------|---|---|--|-------------------|---------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | 5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | |
| Class P Common Stock | 12/09/2011 | | С | 3,156,297 | Α | <u>(2)</u> | 3,156,297 | I | See footnotes |
| Class P Common Stock | 12/09/2011 | | S | 3,156,297 | D | \$ 25.35 | 0 | I | See footnotes |

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)

| 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 or 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 | <u>(2)</u> | 12/09/2011 | | C | 3,156,297 | (2) | (2) | Class P Common Stock | 3,156,29 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| • | Director | 10% Owner | Officer | Other | | | |
| Miller Michael Jaye 277 PARK AVENUE 45TH FLOOR NEW YORK, NY 10172 | X | X | | | | | |

Signatures

/s/ Michael

Miller 12/09/2011

**Signature of Person

Date

Reporting Person

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 may be deemed the beneficial owner of the Series A-3 shares of Class A Common Stock ("Class A Shares") held by investment funds affiliated with Highstar Capital LP, a Delaware limited liability partnership ("Highstar Capital"). These shares are
- (1) held for the account of Highstar II Knight Acquisition Sub, L.P. ("Highstar II"). Highstar Capital serves as investment manager for Highstar II. Highstar Capital is controlled by Messrs. Lee, Miller, Stokes, Beall and Litman. The Reporting Person expressly disclaims beneficial ownership of any such securities, except to the extent of his pecuniary interest therein.
 - A holder of Class A Shares may, from time to time prior to a Mandatory Conversion Date (as such term is used and defined in the Issuer's Certificate of Incorporation (the "Charter") and which shall be no later than May 31, 2015, according to the Charter), elect to convert some, or all, of its Class A Shares in order to sell the resulting shares of the Issuer's Class P Common Stock ("Common Shares") to a third party or to make a distribution of such resulting Common Shares to its investors or partners. The Class A Shares also may convert into
- party or to make a distribution of such resulting Common Shares to its investors or partners. The Class A Shares also may convert into Common Shares in connection with the occurrence of a Mandatory Conversion Date in accordance with the Charter. The formula for the conversion of Class A Shares into Common Shares, as well as the terms and conditions of such conversions, are specified in Article Fourth of the Charter, filed as Exhibit 3.1 of the Issuer's Amendment No. 3 to the Registration Statement on Form S-1, filed with the Securities and Exchange Commission on January 26, 2011.
- (3) Highstar II, Highstar III Knight Acquisition Sub, L.P. ("Highstar III"), Highstar KMI Blocker LLC ("Highstar KMI"), and Highstar Knight Partners, L.P. ("Highstar Knight") are the record holders of 0, 20,743,460, 41,131,509 and 20,239,484 Class A Shares, respectively, following the reported transactions. Highstar Capital serves as investment manager for each of Highstar III, Highstar KMI and Highstar Knight. Highstar Capital is controlled by Messrs. Lee, Miller, Stokes, Beall and Litman. Each Reporting Person expressly

Reporting Owners 2

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disclaims beneficial ownership of any such securities, except to the extent of its pecuniary interest therein.

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.