

KINDER RICHARD D
Form 3
February 10, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â KINDER RICHARD D</p> <p>(Last) (First) (Middle)</p> <p>500 DALLAS STREET, SUITE 1000</p> <p>(Street)</p> <p>HOUSTON,Â TXÂ 77002</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/10/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Kinder Morgan Holdco LLC [KMI]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chairman & CEO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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(Instr. 5)

Class A common stock	Â (1)	Â (1)	Class P common stock	216,492,170 (1)	\$ (1)	D	Â
Class A common stock	Â (1)	Â (1)	Class P common stock	46,664 (1)	\$ (1)	I	By spouse (2)
Class B common stock	Â (1)	Â (1)	Class P common stock	(1)	\$ (1)	D	Â
Class B common stock	Â (1)	Â (1)	Class P common stock	(1)	\$ (1)	I	By limited partnership (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KINDER RICHARD D 500 DALLAS STREET, SUITE 1000 HOUSTON, TX 77002	Â X	Â X	Â Chairman & CEO	Â

Signatures

/s/ Richard D. Kinder 02/10/2011

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 issuer's Class A common stock, Class B common stock and Class C common stock are convertible into a fixed aggregate number of shares of the issuer's Class P common stock. The shares of Class A common stock initially are convertible at any time into shares of Class P common stock on a one-for-one basis, and the shares of Class B common stock and Class C common stock

- (1) initially are not convertible into any shares of Class P common stock. Upon certain circumstances, the shares of Class B common stock and Class C common stock may convert into shares of common stock, and the shares of Class A common stock would become convertible into a correspondingly lesser number of shares of Class P common stock. Any shares of Class A common stock, Class B common stock and Class C common stock outstanding on May 31, 2015 will automatically convert into shares of Class P common stock.
- (2) The Reporting Person disclaims beneficial ownership of the shares owned by his spouse, and his report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares.
- (3) The Reporting Person transferred 13,333,333 shares to a limited partnership and disclaims 99% of any beneficial ownership of the shares owned by the limited partnership.

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.