GS Capital Partners VI Parallel LP Form 4

September 14, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires:

2005 Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16.

Form 4 or 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

(Print or Type Responses)

1(b).

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

(First) (Middle) (Last)

3. Date of Earliest Transaction (Month/Day/Year) 09/12/2012

Director 10% Owner X_ Other (specify Officer (give title

(Check all applicable)

below)

below) Former Director

200 WEST STREET

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

6. Individual or Joint/Group Filing(Check

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

NEW YORK, NY 10282

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Street)

3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5)

Amount

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial

(Month/Day/Year) (Instr. 8)

Code V

Direct (D) Owned Following or Indirect Reported (I)Transaction(s) (Instr. 4)

(Instr. 3 and 4)

See

Class P Common Stock

(Instr. 3)

09/12/2012

4,911,162 S

Price

(A)

or

(D)

238,416 (3) I footnotes (1) (2) (3) (4) (5)

Ownership

(Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: GS Capital Partners VI Parallel LP - Form 4

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transactio		6. Date Exerc Expiration D	ate	7. Titl	unt of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)		rlying ···	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Secur		(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	^	of	Number		
						Ziioioisaoio					
				Code V	(A) (D)				Shares		

Reporting Owners

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

Reporting Owners 2

Goldman Sachs KMI Investors LP 200 WEST STREET

NEW YORK, NY 10282

Former Director

GSCP V OFFSHORE ADVISORS, L.L.C. 200 WEST STREET

Former Director

NEW YORK, NY 10282

**Signature of Reporting Person

**Signature of Reporting Person

**Signature of Reporting Person

Signatures

/s/ Yvette Kosic,

09/14/2012

Attorney-in-fact

Date

/s/ Yvette Kosic,

09/14/2012

Attorney-in-fact

Date

/s/ Yvette Kosic. Attorney-in-fact

Date

/s/ Yvette Kosic,

09/14/2012

09/14/2012

Attorney-in-fact

**Signature of Reporting Person

**Signature of Reporting Person

**Signature of Reporting Person

Date

/s/ Yvette Kosic,

09/14/2012

Attorney-in-fact

Date

/s/ Yvette Kosic,

09/14/2012

Attorney-in-fact

Date

/s/ Yvette Kosic,

09/14/2012

Attorney-in-fact

**Signature of Reporting Person

Date

/s/ Yvette Kosic,

09/14/2012

Attorney-in-fact

Date

/s/ Yvette Kosic,

09/14/2012

Attorney-in-fact

**Signature of Reporting Person

**Signature of Reporting Person

**Signature of Reporting Person

Date

/s/ Yvette Kosic,

09/14/2012

Attorney-in-fact

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).
- (1) See Exhibit 99.1 for text of footnote (1).

Signatures 3

Edgar Filing: GS Capital Partners VI Parallel LP - Form 4

- (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.