

KINDER MORGAN, INC.
Form 4
October 27, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
KINDER RICHARD D

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)
1001 LOUISIANA, SUITE 1000

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2015

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

(Street)
HOUSTON, TX 77002

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		
Class P Common Stock					234,112,353	D	
Class P Common Stock					61,479	I	By Spouse <u>(1)</u>
Class P Common Stock					11,072,258	I	By Limited Partnership <u>(2)</u>

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Depository Shares	(3)	10/27/2015		P	408,163 (3)	(3)	(3)	Class P Common Stock	630,203 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KINDER RICHARD D 1001 LOUISIANA SUITE 1000 HOUSTON, TX 77002	X	X	Executive Chairman	

Signatures

/s/ Richard D.
Kinder

10/27/2015

**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).

- (1) The Reporting Person disclaims any and all beneficial or pecuniary interest in the shares owned by his spouse.
- (2) The Reporting Person disclaims 99% of any beneficial ownership of the shares owned by such limited partnership.

Each Depository Share represents 1/20th of a share of Kinder Morgan, Inc.'s 9.75% Series A Mandatory Convertible Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock"). At any time prior to October 26, 2018, a holder of 20 Depository Shares may cause the conversion of one share of the Series A Preferred Stock into a number of shares of Kinder Morgan, Inc.'s Class P Common

- (3) Stock ("Common Stock") equal to the minimum conversion rate of 30.8800 (equivalent to a Depository Share to Common Stock conversion rate of 1.5440), subject to adjustment. On October 26, 2018, any Depository Shares remaining outstanding will mandatorily convert to Common Stock at a conversion rate ranging from 30.8800 to 36.2840 shares of Common Stock per Depository Share (or a Series A Preferred Stock to Common Stock conversion rate ranging from 1.5440 to 1.8142), subject to adjustment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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