

KINDER MORGAN, INC.
 Form 4
 July 21, 2016

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 *
 ANDERSON IAN 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
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/14/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP (Pres, Kinder Morgan Canada)

HOUSTON, TX 77002
 (City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474
 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
|--|------------------------------|------------------|------------|---|------|---|-------------------|-----|------------------|-----------------|---------------------------------|---------------------------|
| Phantom Restricted Stock Unit <u>(1)</u> | <u>(1)</u> | 07/14/2015 | A | 25,083 | | | | | <u>(2)</u> | <u>(2)</u> | Class P Common Stock <u>(1)</u> | 25,083 <u>(1)</u> |
| Phantom Restricted Stock Unit <u>(1)</u> | <u>(1)</u> | 07/16/2016 | D | | | | 21,842 <u>(3)</u> | | <u>(3)</u> | <u>(3)</u> | Class P Common Stock <u>(1)</u> | 21,842 <u>(1)</u> |
| Phantom restricted Stock Unit <u>(1)</u> | <u>(1)</u> | 07/19/2016 | A | 9,116 | | | | | <u>(5)</u> | <u>(5)</u> | Class P Common Stock <u>(1)</u> | 9,116 <u>(1)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ANDERSON IAN D 1001 LOUISIANA SUITE 1000 HOUSTON, TX 77002 | | | VP (Pres,Kinder Morgan Canada) | |

Signatures

/s/ Ian Anderson 07/21/2016
 **Signature of 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).
- (1) Each phantom restricted stock unit represents the right to receive, at settlement, cash in an amount equal to the closing price of one share of Class P Common Stock on the date of settlement, or the trading day next preceding the date of settlement, if such date is not on a trading day. The phantom restricted stock units may be settled only for cash and do not represent a right to receive, upon settlement or otherwise, any shares of Class P Common Stock.
- (2) These phantom restricted stock units are scheduled to vest and settle on July 14, 2018, subject to satisfaction of certain vesting requirements.
- (3) These phantom restricted stock units vested and settled for cash on July 16, 2016.
- (4) Closing price of Class P Common Stock on the trading day next preceding the date of vesting and settlement of the phantom restricted stock units.
- (5)

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These phantom restricted stock units are scheduled to vest and settle on July 19, 2019, subject to achievement of certain performance hurdles and satisfaction of other vesting requirements.

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.