

Stokes John Michael
 Form 4
 December 12, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Stokes John Michael

(Last) (First) (Middle)

277 PARK AVENUE, 45TH FLOOR

(Street)

NEW YORK, NY 10172

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 KINDER MORGAN, INC. [KMI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/09/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class P Common Stock	12/09/2011		C		3,156,297	A	2	3,156,297	I	See footnotes (1)
Class P Common Stock	12/09/2011		S		3,156,297	D	\$ 25.35	0	I	See footnotes (1)

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

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.

SEC 1474 (9-02)

Edgar Filing: Stokes John Michael - Form 4

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
Class A Common Stock	(2)	12/09/2011		C	3,156,297	(2)	(2)	Class P Common Stock	3,156,297

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stokes John Michael 277 PARK AVENUE 45TH FLOOR NEW YORK, NY 10172	X	X		

Signatures

/s/ John Stokes 12/09/2011

**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 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 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.

(2) 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 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 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.

Edgar Filing: Stokes John Michael - Form 4

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.