

KINDER MORGAN INC
Form 4
October 19, 2006

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 *
GOLDMAN SACHS GROUP INC/

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)
85 BROAD ST,

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/17/2006

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
See footnotes 1, 2, 3 and 4

NEW YORK, NY 10004

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	10/17/2006		P		1,000	A	\$ 105.781	11,365	I	See footnotes (1) (2) (3) (4) (5)
Common Stock	10/17/2006		S		1,000	D	\$ 105.732	10,365 (6)	I	See footnotes (1) (2) (3) (4) (5)

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004				See footnotes 1, 2, 3 and 4
GSCP V ADVISORS, LLC 85 BROAD STREET NEW YORK, NY 10004				See footnotes 1, 2, 3 and 4
GSCP V OFFSHORE ADVISORS LLC 85 BROAD STREET NEW YORK, NY 10004				See footnotes 1, 2, 3 and 4
GS ADVISORS V LLC 85 BROAD STREET NEW YORK, NY 10004				See footnotes 1, 2, 3 and 4
GOLDMAN SACHS MANAGEMENT GP GMBH MESSETURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000				See footnotes 1, 2, 3 and 4
GS CAPITAL PARTNERS V OFFSHORE FUND LP 85 BROAD STREET NEW YORK, NY 10004				See footnotes 1, 2, 3 and 4
GS CAPITAL PARTNERS V GmbH & CO KG 85 BROAD STREET				See footnotes 1, 2, 3 and 4

NEW YORK, NY 10004

GS Capital Partners V Institutional L P
85 BROAD ST
NEW YORK, NY 10004

See footnotes 1, 2, 3 and 4

GS CAPITAL PARTNERS V FUND LP
85 BROAD STREET
NEW YORK, NY 10004

See footnotes 1, 2, 3 and 4

GOLDMAN SACHS & CO
85 BROAD STREET
NEW YORK, NY 10004

See footnotes 1, 2, 3 and 4

Signatures

/s/ Roger S. Begelman,
Attorney-in-fact 10/19/2006

__Signature of Reporting Person Date

/s/ Roger S. Begelman,
Attorney-in-fact 10/19/2006

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Attorney-in-fact 10/19/2006

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/s/ Roger S. Begelman,
Attorney-in-fact 10/19/2006

__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).

This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GSCP V Advisors, L.L.C. ("GSCP Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors V, L.L.C. ("GS Advisors"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GS Global Infrastructure Advisors 2006, L.L.C. ("GS Global

(1) Advisors"), GS Capital Partners V Fund, L.P. ("GS Capital"), GS Capital Partners V Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners V GmbH & Co. KG ("GS Germany"), GS Capital Partners V Institutional, L.P. ("GS Institutional") and GS Global Infrastructure Partners I, L.P. ("GS Global Partners" and, together with GS Capital, GS Offshore and GS Germany and GS Institutional, the "Funds") (continued in next footnote).

(2) (GS Group, Goldman Sachs, GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH, GS Global Advisors and the Funds, collectively, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

(3) On May 28, 2006, Richard D. Kinder, the Chairman of the Board of Directors and Chief Executive Officer of Kinder Morgan, Inc. (the "Company"), together with GS Capital Partners and other investors (collectively, the "Investors"), delivered a letter to the Board of Directors of the Company in which it was proposed that Mr. Kinder and funds managed by the other investors would offer to acquire by merger all of the outstanding shares of the Company's common stock, par value \$5 per share ("Common Stock"), other than any shares held by any of the Investors and shares held by members of the Company's senior management team that are to be invested in the transaction (the "Proposal"). Affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner, managing limited partner, or investment manager of the Funds.

(4) As a result of the Proposal, the Reporting Persons, together with the other investors and certain of their affiliates, may be deemed to constitute a "group", within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, that beneficially owns more than 10% of the outstanding shares of Common Stock of the Company. This Form 4 shall not be deemed an admission that any Reporting Person is a beneficial owner of any shares of Common Stock for any purpose, other than the securities reported in Tables I of this Form 4. Each of the Reporting Persons disclaims beneficial ownership of the securities reported in Table I except to the extent of its pecuniary interest therein, if any.

(5) GS Group may be deemed to beneficially own indirectly 10,365 shares of Common Stock by reason of the direct ownership of such securities by Goldman Sachs or another direct or indirect wholly-owned subsidiary of GS Group. Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group.

(6) Reflects changes due to exempt transactions.

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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