

KINDER MORGAN, INC.
Form 4/A
February 27, 2015

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

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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 *
MORGAN MICHAEL C

(Last) (First) (Middle)

1001 LOUISIANA, SUITE 1000

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

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

11/26/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
12/01/2014

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	11/26/2014		A		61 ⁽¹⁾	A	2	61	I	By trust
Class P Common Stock	11/26/2014		A		13,070 ⁽¹⁾	A	⁽³⁾	13,070	I	By Portcullis Investments, LP
Class P Common Stock								3,500,000	I	By Portcullis Partners, LP ⁽⁴⁾
Class P Common Stock								572,622	I	By trust ⁽⁴⁾

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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 (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 Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGAN MICHAEL C 1001 LOUISIANA SUITE 1000 HOUSTON, TX 77002		X		

Signatures

/s/ Michael C.
Morgan
02/27/2015

**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) Fractional shares of Kinder Morgan Management, LLC ("KMR") that were received as part of quarterly share distributions paid by KMR were maintained by the reporting person's broker in separate accounts. These fractional shares accumulated to approximately one additional KMR share owned in trust and two additional KMR shares owned by Portcullis Investments, LP (a limited partnership of which the reporting person has sole voting and dispositive power). The purpose of this amendment is to include these accumulated fractional shares in the number of whole KMR shares reported in footnotes (2) and (3) as having been exchanged in the KMR merger, and to correct the numbers of shares of Kinder Morgan, Inc. ("KMI") Class P common stock reported as having been received in the KMR merger. The original Form reported the KMI shares received as 57 and 13,065 shares, respectively.

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- (2) Received in exchange for 24 KMR shares in connection with the merger of KMR with a subsidiary of KMI. On November 26, 2014, the last trading day for the KMR shares, the closing price of KMR shares was \$104.71 per share, and the closing price of KMI Class P common stock was \$42.32 per share.
- (3) Received by Portcullis Investments, LP in exchange for 5,260 KMR shares in connection with the merger of KMR with a subsidiary of KMI. On November 26, 2014, the last trading day for the KMR shares, the closing price of KMI shares was \$104.71 per share, and the closing price of KMR Class P common stock was \$42.32 per share.
- (4) In prior reports, the reporting person reported beneficial ownership of 5,174,537 shares of Class P common stock beneficially owned by Portcullis Partners, LP. Subsequently, Portcullis Partners, LP made a pro rata distribution of shares of Class P common stock to its partners. After such distribution, Portcullis Partners, LP beneficially owns 3,500,000 shares, and trusts of which the reporting person has voting and dispositive power beneficially own 572,622 shares.

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.