

GOLDMAN SACHS MANAGEMENT GP GMBH

Form 3

June 07, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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/

(Last) (First) (Middle)

85 BROAD ST,Â

(Street)

NEW YORK,Â NYÂ 10004

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/28/20063. Issuer Name and Ticker or Trading Symbol
KINDER MORGAN INC [KMI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____X____ Other
(give title below) (specify below)
See footnote 2, 3, 4 and 5

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

6. Individual or Joint/Group

Filing(Check Applicable Line)

____ Form filed by One Reporting Person

X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

11,555

I

See footnotes (1) (2) (3) (4) (5) (6)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004	^	^	^	See footnote 2, 3, 4 and 5
GSCP V ADVISORS, LLC 85 BROAD STREET NEW YORK, NY 10004	^	^	^	See footnote 2, 3, 4 and 5
GSCP V OFFSHORE ADVISORS LLC 85 BROAD STREET NEW YORK, NY 10004	^	^	^	See footnote 2, 3, 4 and 5
GS ADVISORS V LLC 85 BROAD STREET NEW YORK, NY 10004	^	^	^	See footnote 2, 3, 4 and 5
GS CAPITAL PARTNERS V FUND LP 85 BROAD STREET NEW YORK, NY 10004	^	^	^	See footnote 2, 3, 4 and 5
GS CAPITAL PARTNERS V OFFSHORE FUND LP 85 BROAD STREET NEW YORK, NY 10004	^	^	^	See footnote 2, 3, 4 and 5
GS CAPITAL PARTNERS V GmbH & CO KG 85 BROAD STREET NEW YORK, NY 10004	^	^	^	See footnote 2, 3, 4 and 5
GS Capital Partners V Institutional L P 85 BROAD ST NEW YORK, NY 10004	^	^	^	See footnote 2, 3, 4 and 5
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004	^	^	^	See footnote 2, 3, 4 and 5
GOLDMAN SACHS MANAGEMENT GP GMBH MESSETURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000	^	^	^	See footnote 2, 3, 4 and 5

Signatures

/s/ Roger S. Begelman,
Attorney-in-fact

06/07/2006

__Signature of Reporting Person

Date

/s/ Roger S. Begelman,
Attorney-in-fact 06/07/2006

__Signature of Reporting Person Date

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Attorney-in-fact 06/07/2006

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Attorney-in-fact 06/07/2006

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/s/ Roger S. Begelman,
Attorney-in-fact 06/07/2006

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 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 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") and GS Capital Partners V Institutional, L.P. ("GS Institutional" and, together with GS Capital, GS Offshore and GS Germany, the "Funds") (GS Group, Goldman Sachs, GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH and the Funds, collectively, the "Reporting Persons").

(2) 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 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, for a purchase price of \$100.00 in cash per share, 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.

(3) The proposal letter states that no binding obligation on the part of any Reporting Person, any Investor or the Company will arise with respect to the Proposal or any transaction unless and until a definitive merger agreement and other transaction documentation satisfactory

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to the Investors and recommended by the Special Committee and approved by the Company's Board of Directors is executed and delivered. No guarantees can be given that the proposed merger will be consummated.

As a result of the Proposal, the Reporting Persons, together with certain other persons, 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 3 shall not be deemed an admission that any Reporting Person is a

- (4) beneficial owner of any shares of Common Stock for any purpose, other than the securities reported in Table I of this Form 3. Each of the Reporting Persons disclaims membership in any "group" with any other person other than the Reporting Persons, and disclaims beneficial ownership of the securities reported in Table I except to the extent of its pecuniary interest therein, if any.
- (5) Each Reporting Person also disclaims beneficial ownership of any shares of Common Stock that may be or are beneficially owned by, among others, Mr. Kinder and any other persons other than the Reporting Persons.

The securities reported herein may be deemed to be beneficially owned indirectly by GS Group 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) 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.

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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