

Kinder Morgan Holdco LLC  
 Form 3  
 February 10, 2011

**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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â GOLDMAN SACHS GROUP INC			(Month/Day/Year)	Kinder Morgan Holdco LLC [KMI]	
(Last)	(First)	(Middle)	02/10/2011		
200 WEST STREET			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
NEW YORK, Â NY Â 10282			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)		
			6. Individual or Joint/Group Filing(Check Applicable Line)		
			<input type="checkbox"/> Form filed by One Reporting Person		
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Beneficially Owned**

1. 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)
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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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of Shares			

(Instr. 5)

Class A Common Stock, Series A-1	Â (2)	Â (2)	Class P Common Stock	143,074,656 (2) (3)	\$ 0	I	See footnotes (1) (2) (3)
Class A Common Stock, Series A-2	Â (2)	Â (2)	Class P Common Stock	35,390,780 (2) (3)	\$ 0	I	See footnotes (1) (2) (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
GS CAPITAL PARTNERS V OFFSHORE FUND, L.P. 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
GSCP V Offshore Knight Holdings, L.P. 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
GSCP V Germany Knight Holdings, L.P. 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
GS Capital Partners VI Offshore Fund, L.P. 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
GSCP VI Offshore Knight Holdings, L.P. 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
GSCP VI Germany Knight Holdings, L.P. 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
GS INTERNATIONAL INFRASTRUCTURE PARTNERS I L P 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
GS Infrastructure Knight Holdings, L.P. 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â

## Signatures

/s/ Yvette Kusic, Attorney-in-fact, The Goldman Sachs Group, Inc.	02/10/2011
**Signature of Reporting Person	Date
/s/ Yvette Kusic, Attorney-in-fact, Goldman Sachs & Co.	02/10/2011
**Signature of Reporting Person	Date
/s/ Yvette Kusic, Attorney-in-fact, GS Capital Partners V Offshore Fund, L.P.	02/10/2011
**Signature of Reporting Person	Date
/s/ Yvette Kusic, Attorney-in-fact, GSCP V Offshore Knight Holdings, L.P.	02/10/2011
**Signature of Reporting Person	Date
/s/ Yvette Kusic, Attorney-in-fact, GSCP V Germany Knight Holdings, L.P.	02/10/2011
**Signature of Reporting Person	Date
/s/ Yvette Kusic, Attorney-in-fact, GS Capital Partners VI Offshore Fund, L.P.	02/10/2011
**Signature of Reporting Person	Date
/s/ Yvette Kusic, Attorney-in-fact, GSCP VI Offshore Knight Holdings, L.P.	02/10/2011
**Signature of Reporting Person	Date
/s/ Yvette Kusic, Attorney-in-fact, GSCP VI Germany Knight Holdings, L.P.	02/10/2011
**Signature of Reporting Person	Date
/s/ Yvette Kusic, Attorney-in-fact, GS International Infrastructure Partners I, L.P.	02/10/2011
**Signature of Reporting Person	Date
/s/ Yvette Kusic, Attorney-in-fact, GS Infrastructure Knight Holdings, L.P.	02/10/2011
**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) See Exhibit 99.1 for text of footnote (1).
- (2) See Exhibit 99.1 for text of footnote (2).
- (3) See Exhibit 99.1 for text of footnote (3).

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### Remarks:

ForÂ PowersÂ ofÂ Attorney,Â seeÂ ExhibitÂ 24.

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.