

Kinder Morgan Holdco LLC
Form 8-A12B
February 10, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Kinder Morgan, Inc.

(Exact name of registrant as specified in its charter)

(Name to be changed to Kinder Morgan, Inc.)

Delaware

(State of incorporation or organization)

80-0682103

(I.R.S. Employer Identification Number)

500 Dallas Street, Suite 1000

Houston, Texas 77002

(Address, including zip code, of principal executive offices)

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| Title of each class | Name of each exchange on which |
|--|--|
| to be so registered Class P common stock, \$0.01 par value per share | each class is to be registered New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. o

Securities Act registration statement file number to which this form relates: **333-170773**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The description of the Class P common stock, \$0.01 par value per share (the "Common Stock"), of Kinder Morgan, Inc. (the "Registrant") is contained in the section captioned "Description of Our Capital Stock" in the prospectus included in the Registrant's Registration Statement on Form S-1 (File No. 333-170773), which was originally filed on November 23, 2010 (including the amendments thereto, the "Registration Statement on Form S-1"), and is incorporated herein by reference. The prospectus to be filed pursuant to Rule 424(b) following the effective date of the Registration Statement on Form S-1 shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

| Exhibit Number | Description of Exhibit |
|-----------------------|---|
| 3.1 | Form of Certificate of Incorporation of Kinder Morgan, Inc. (filed as Exhibit 3.1 to the Registration Statement on Form S-1 and incorporated herein by reference). |
| 3.2 | Form of Bylaws of Kinder Morgan, Inc. (filed as Exhibit 3.2 to the Registration Statement on Form S-1 and incorporated herein by reference). |
| 4.1 | Form of certificate representing the Class P common stock of Kinder Morgan, Inc. (filed as Exhibit 4.1 to the Registration Statement on Form S-1 and incorporated herein by reference). |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

KINDER MORGAN, INC.

Date: February 10, 2011

By:

/s/ Joseph Listengart
Joseph Listengart
Vice President, General Counsel and Secretary

EXHIBIT INDEX

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