

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 and Ticker or Trading Symbol | |
| Â GS ADVISORS V, L.L.C. | | (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 | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, NY 10282 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | | 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) |
|------------------------------------|--|---|--|

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) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

| | | | | | | | |
|-------------------------------------|-------|-------|----------------------------|------------------------|------|---|------------------------------|
| 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 |
| GS ADVISORS V, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |
| GSCP VI Offshore Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |
| GS Advisors VI, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |
| GS Infrastructure Advisors 2006 L.L.C. 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |
| GSCP KMI Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |
| GSCP V ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |
| GSCP VI Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |
| GS KMI Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |
| GS CAPITAL PARTNERS V GMBH & CO. KG 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |
| GSCP V GmbH Knight Holdings 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| /s/ Yvette Kotic, Attorney-in-fact, GS Advisors V, L.L.C. | 02/10/2011 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kotic, Attorney-in-fact, GSCP VI Offshore Advisors, L.L.C. | 02/10/2011 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kotic, Attorney-in-fact, GS Advisors VI, L.L.C. | 02/10/2011 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kotic, Attorney-in-fact, GS Infrastructure Advisors 2006, L.L.C. | 02/10/2011 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kotic, Attorney-in-fact, GSCP KMI Advisors, L.L.C. | 02/10/2011 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kotic, Attorney-in-fact, GSCP V Advisors, L.L.C. | 02/10/2011 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kotic, Attorney-in-fact, GSCP VI Advisors, L.L.C. | 02/10/2011 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kotic, Attorney-in-fact, GS KMI Advisors, L.L.C. | 02/10/2011 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kotic, Attorney-in-fact, GS Capital Partners V GmbH & Co. KG | 02/10/2011 |
| **Signature of Reporting Person | Date |
| /s/ Yvette Kotic, Attorney-in-fact, GSCP V GMBH Knight Holdings | 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).

Â

Remarks:

For Powers of Attorney, see Exhibit 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.