

LISTENGART JOSEPH
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 *

Â LISTENGART JOSEPH

(Last) (First) (Middle)

500 DALLAS STREET, SUITE
1000

(Street)

HOUSTON,Â TXÂ 77002

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/10/2011

3. Issuer Name **and** Ticker or Trading Symbol
Kinder Morgan Holdco LLC [KMI]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
VP, GC and Secretary

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ 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)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)

Date Expiration
Exercisable Date

Title Amount or
Number of
Shares

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)

(Instr. 5)

Class A common Stock	Â (1)	Â (1)	Class P common stock	541,298 (1)	\$ (1)	D	Â
Class B common Stock	Â (1)	Â (1)	Class P common stock	(1)	\$ (1)	D	Â
Class C common Stock	Â (1)	Â (1)	Class P common stock	(1)	\$ (1)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LISTENGART JOSEPH 500 DALLAS STREET, SUITE 1000 HOUSTON, TX 77002	Â	Â	Â VP, GC and Secretary	Â

Signatures

/s/ Joseph
Listengart

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).

- The shares of the issuer's Class A common stock, Class B common stock and Class C common stock are convertible into a fixed aggregate number of shares of the issuer's Class P common stock. The shares of Class A common stock initially are convertible into shares of Class P common stock on a one-for-one basis, and the shares of Class B common stock and Class C common stock initially are
- (1) not convertible into any shares of Class P common stock. Upon certain circumstances, the share of Class B common stock and Class C common stock may convert into shares of common stock, and the shares of Class A common stock would become convertible into a correspondingly lesser number of shares of Class P common stock. Any shares of Class A common stock, Class B common stock and Class C common stock outstanding on May 31, 2015 will automatically convert into shares of Class P common stock.

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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