TRUE H A III Form 4 May 12, 2005

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * TRUE H A III |                                      |              | . Issuer Name and Ticker or Trading mbol   | 5. Relationship of Reporting Person(s) to Issuer  |  |  |  |  |
|--|--------------------------------------|--------------|--|---|--|--|--|--|
|  |                                      |              | NDER MORGAN INC [KMI]  | (Check all applicable)  |  |  |  |  |
| (Last)   | (First) (N                           | Middle) 3. D | Date of Earliest Transaction   |   |  |  |  |  |
| DO DOY 00  |                                      | `            | onth/Day/Year)   | X Director 10% Owner Officer (give title Other (specify   |  |  |  |  |
| PO BOX 2360, 895 RIVERCROSS                            |                                      | CROSS ()5/   | /10/2005   | Officer (give title Other (specify below)   |  |  |  |  |
| ROAD   |                                      |              |  |   |  |  |  |  |
|  | (Street)                             | 4. It        | If Amendment, Date Original  | 6. Individual or Joint/Group Filing(Check   |  |  |  |  |
|  |                                      | File         | ed(Month/Day/Year)   | Applicable Line)  |  |  |  |  |
| CACDED W   | V 92601                              |              |  | _X_ Form filed by One Reporting Person Form filed by More than One Reporting  |  |  |  |  |
| CASPER, W  | 1 82001                              |              |  | Person  |  |  |  |  |
| (City)   | (State)                              | (Zip)        | Table I - Non-Derivative Securities Ac   | quired, Disposed of, or Beneficially Owned  |  |  |  |  |
| 1.Title of<br>Security<br>(Instr. 3)                   | 2. Transaction Da<br>(Month/Day/Year |              | Date, if Transactior(A) or Disposed of (I Code (Instr. 3, 4 and 5)  y/Year) (Instr. 8)  (A)  or  Code V Amount (D) Price | O) Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4) |  |  |  |  |
| STOCK  | 05/10/2005                           |              | A 1,750 A $^{\circ}_{77.2}$  | $2^{38,525} \frac{(1)}{(1)}$ D  |  |  |  |  |
| COMMON<br>STOCK  |                                      |              |  | 225 I By Nominee Account  |  |  |  |  |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date |                    | 4.<br>T    | 5.         | 6. Date Exerc |            | 7. Title  |          | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|-----------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration D  | ate        | Amour     | it of    | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)      | Underl    | ying     | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |            | Securit   | ies      | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities | 3             |            | (Instr. : | 3 and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |               |            |           |          |             | Follo  |
|             | •           |                     |                    |            | (A) or     |               |            |           |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |            |           |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |            |           |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |            |           |          |             | (===== |
|             |             |                     |                    |            | 4, and 5)  |               |            |           |          |             |        |
|             |             |                     |                    |            | 4, and 3)  |               |            |           |          |             |        |
|             |             |                     |                    |            |            |               |            |           | Amount   |             |        |
|             |             |                     |                    |            |            | D.            | Б          |           | or       |             |        |
|             |             |                     |                    |            |            | Date          | Expiration | Title 1   | Number   |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date       |           | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |            |           | Shares   |             |        |

## **Reporting Owners**

| Reporting Owner Name / Address                                | Relationships       |  |  |  |  |  |
|---|---------------------|--|--|--|--|--|
| Director 109  | Owner Officer Other |  |  |  |  |  |
| TRUE H A III PO BOX 2360 895 RIVERCROSS ROAD CASPER, WY 82601 |                     |  |  |  |  |  |

## **Signatures**

/s/ H. A. True,
III 05/12/2005

\*\*Signature of Pate Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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) Includes 1,750 shares subject to forfeiture restrictions that lapse on 7/18/05.

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.

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