

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 \*

Â SAROFIM FAYEZ  
 (Last) (First) (Middle)

TWO HOUSTON CENTER,Â SUITE 2907

(Street)

HOUSTON,Â TXÂ 77010

(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  
 Officer  Other  
 (give title below) (specify below)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Exercisable Expiration 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	23,817,452 (1)	\$ (1)	D	Â
Class A common stock	Â (1)	Â (1)	Class P common stock	4,529,092 (1)	\$ (1)	I	By Sarofim Special Investments, LLC
Class A common stock	Â (1)	Â (1)	Class P common stock	1,277,436 (1)	\$ (1)	I	By West Clay Investment Partnership No. 8 (Energy Investments), L.P.
Class A common stock	Â (1)	Â (1)	Class P common stock	1,538,907 (1)	\$ (1)	I	By Sarofim International Management Co.
Class A common stock	Â (1)	Â (1)	Class P common stock	15,365 (1)	\$ (1)	I	As Trustee

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAROFIM FAYEZ TWO HOUSTON CENTER SUITE 2907 HOUSTON, TX 77010	Â X	Â	Â	Â

## Signatures

/s/ Fayez  
Sarofim

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 at any time 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 (1) initially are not convertible into any shares of Class P common stock. Upon certain circumstances, the shares 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. 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.