

KINDER MORGAN, INC.  
Form 8-K  
May 14, 2012

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 9, 2012

KINDER MORGAN, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

1-35081  
(Commission  
File Number)

80-0682103  
(I.R.S. Employer  
Identification No.)

500 Dallas Street, Suite 1000  
Houston, Texas 77002  
(Address of principal executive offices, including zip code)

713-369-9000  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



## Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2012 Annual Meeting of Stockholders of Kinder Morgan, Inc. (the “Corporation”) was held on May 9, 2012. A total of 701,240,204 shares of the Corporation’s common stock entitled to vote were present in person or represented by proxy at the meeting, constituting a quorum for the transaction of business. At the meeting, the Corporation’s stockholders were asked to vote on the following proposals: (i) the election of the nominated directors; (ii) the ratification of the selection of PricewaterhouseCoopers LLP as the Corporation’s independent registered public accounting firm for 2012; (iii) the approval, on an advisory basis, of the compensation of the Corporation’s named executive officers; and (iv) the frequency with which the Corporation will hold an advisory vote on the compensation of its named executive officers.

## Proposal 1

Each of the thirteen directors nominated by the Corporation was elected by the following votes:

| Nominee               | For         | Withheld   | Non-Votes  |
|-----------------------|-------------|------------|------------|
| Richard D. Kinder     | 681,144,765 | 745,139    | 19,350,300 |
| C. Park Shaper        | 680,922,496 | 967,408    | 19,350,300 |
| Steven J. Kean        | 680,922,991 | 966,913    | 19,350,300 |
| Henry Cornell         | 677,226,728 | 4,663,176  | 19,350,300 |
| Deborah A. Macdonald  | 680,859,525 | 1,030,379  | 19,350,300 |
| Michael Miller        | 681,445,104 | 444,800    | 19,350,300 |
| Michael C. Morgan     | 681,681,872 | 208,032    | 19,350,300 |
| Kenneth A. Pontarelli | 677,228,054 | 4,661,850  | 19,350,300 |
| Fayez Sarofim         | 680,593,808 | 1,296,096  | 19,350,300 |
| Joel V. Staff         | 663,377,346 | 18,512,558 | 19,350,300 |
| John Stokes           | 681,688,195 | 201,709    | 19,350,300 |
| R. Baran Tekkora      | 680,213,040 | 1,676,864  | 19,350,300 |
| Glenn A. Youngkin     | 680,233,916 | 1,655,988  | 19,350,300 |

## Proposal 2

The proposal to ratify the selection of PricewaterhouseCoopers LLP as the Corporation’s independent registered public accounting firm for 2012 was approved by the following votes:

|     |         |         |           |
|-----|---------|---------|-----------|
| For | Against | Abstain | Non-Votes |
|-----|---------|---------|-----------|

693,879,193 822,361 77,608 0

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Proposal 3

The proposal to approve, on an advisory basis, the compensation of the Corporation's named executive officers was approved by the following votes:

| For         | Against   | Abstain | Non-Votes  |
|-------------|-----------|---------|------------|
| 673,718,622 | 1,609,462 | 100,777 | 19,350,300 |

Proposal 4

The proposal on the frequency with which the Corporation will hold an advisory vote on the compensation of its named executive officers received the following votes:

| 1 Year     | 2 Years | 3 Years     | Abstain   | Non-Votes  |
|------------|---------|-------------|-----------|------------|
| 35,337,242 | 212,981 | 638,697,632 | 1,181,007 | 19,350,300 |

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S I G N A T U R E

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KINDER MORGAN, INC.

Dated: May 14, 2012

By: /s/Joseph Listengart  
Joseph Listengart  
Vice President and General Counsel