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KINDER MORGAN INC
Form 8-A12B
April 30, 2001

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FORM 8-A

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

KINDER MORGAN MANAGEMENT, LLC
(Exact name of registrant as specified in its charter)

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

DELAWARE
(State of incorporation or organization)

KANSAS
(State of incorporation or organization)

76-0669886
(I.R.S. Employer Identification No.)

48-0290000
(I.R.S. Employer Identification No.)

ONE ALLEN CENTER, SUITE 1000
500 DALLAS STREET
HOUSTON, TEXAS 77002-2781
(Address, including zip code, of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

| TITLE OF EACH CLASS TO BE SO REGISTERED ----- | NAME OF EACH EXCHANGE ON WHICH EACH CLASS IS TO BE REGISTERED ----- |
|---|---|
| Listed Shares representing limited liability company interests in Kinder Morgan Management, LLC | New York Stock Exchange, |
| Exchange feature of Kinder Morgan, Inc. | New York Stock Exchange, |
| Purchase obligation of Kinder Morgan, Inc. | New York Stock Exchange, |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to general Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. []

Securities Act registration statement file numbers to which this form relates:

333-55868, 333-55866

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Securities to be registered pursuant to Section 12(g) of the Act:

None

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ITEM 1. DESCRIPTION OF REGISTRANTS' SECURITIES TO BE REGISTERED.

The description of the shares (the "Shares") of Kinder Morgan Management, LLC, a Delaware limited liability company, (which are defined as "Listed Shares" in the Amended and Restated Limited Liability Company Agreement of Kinder Morgan Management, LLC (the "LLC Agreement")) is incorporated herein by reference to the information contained under the caption "Description of Our Shares" in the prospectus that forms part of the Registration Statement on Form S-1 (Registration No. 333-55868).

The description of the exchange feature (the "Exchange Feature") of Kinder Morgan, Inc., a Kansas corporation ("KMI"), embodied in the LLC Agreement, is incorporated herein by reference to the information contained under the caption "Description of Our Shares" in the prospectus that forms part of the Registration Statement on Form S-3 (Registration No. 333-55866).

The description of the purchase obligation (the "Purchase Obligation") of KMI, embodied in the LLC Agreement, is incorporated herein by reference to the information contained under the caption "Description of Our Shares" in the prospectus that forms part of the Registration Statement on Form S-3 (Registration No. 333-55866).

The prospectus to be filed with the Commission pursuant to Rule 424(b) of the Securities Act of 1933 subsequent to the date of this Registration Statement on Form 8-A and prior to the termination of the offering of the Shares (including the Exchange Feature and the Purchase Obligation) shall be deemed to be incorporated herein by reference and to be a part hereof from the date such prospectus is filed.

The LLC Agreement specifying the terms and provisions of the Shares (including the Exchange Feature and the Purchase Obligation) is incorporated herein by reference.

ITEM 2. EXHIBITS.

| Exhibit Number | Description of Exhibit |
|----------------|---|
| 99.1 | Form of Certificate of Formation of Kinder Morgan Management, LLC, incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-1 (Registration No. 333-55868). |
| 99.2 | Form of Amended and Restated Limited Liability Company Agreement of Kinder Morgan Management, LLC, incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-1 (Registration No. 333-55868). |
| 99.3 | Form of Certificate representing Listed Shares of Kinder Morgan Management, LLC, incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-1 (Registration No. 333-55868). |

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

KINDER MORGAN MANAGEMENT, LLC

By: /s/ C. Park Shaper

Name: C. Park Shaper

Title: Vice President and Chief Financial Officer

Dated: April 30, 2001

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

KINDER MORGAN, INC.

By: /s/ C. Park Shaper

Name: C. Park Shaper

Title: Vice President and Chief Financial Officer

Dated: April 30, 2001

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INDEX OF EXHIBITS

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reference to Exhibit 4.1 to the Registration Statement on Form S-1 (Reg
333-55868).

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