

# KKR & CO. INC. Reported by KKR HOLDINGS L.P

#### FORM 4

(Statement of Changes in Beneficial Ownership)

### Filed 11/10/10 for the Period Ending 11/08/10

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CIK 0001404912

Symbol KKR

SIC Code 6282 - Investment Advice

Industry Investment Management & Fund Operators

Sector Financials

Fiscal Year 12/31





[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person *					2.	2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
KKR Holdings L.P					K	KKR & Co. L.P. [ KKR ]												
(Last)					3.	3. Date of Earliest Transaction (MM/DD/YYYY)						Director X 10% Owner Officer (give title below) Other (specify below)						
C/O KKR & CO. L.P., 9 WEST 57TH STREET, 42ND FLOOR						11/8/2010												
(Street)				4.	4. If Amendment, Date Original Filed (MM/DD/YYYY)						6. Individual or Joint/Group Filing (Check Applicable Line)							
NEW YORK, NY 10019 (City) (State) (Zip)											X_Form filed by One Reporting Person Form filed by More than One Reporting Person							
			Tabl	e I - N	on-De	rivat	ive Sec	urities A	Acqı	uired, D	ispose	ed of	, or Be	neficially Owne	ed			
1.Title of Security (Instr. 3)  2. Trans. Dat			]	te 2A. Deemed Execution Date, if any		3. Trans. Code (Instr. 8)		Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			6. Ownership Form: 7. Nature of Indirect Beneficial				
						Code			(A) or (D)		Price		Direct (D) Ownership or Indirect (I) (Instr. 4)					
Common Units 11/8/2010				010			S (1)		88000	D	\$13.2	2507 (2)	1145572		D			
Common Units 11/9/2010				010			S (1)		118500	D	\$13.2	2243 (3)	1027072		D			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date E	Execu	A. Deemed xecution late, if any		Acqu Disp				1			Title and Amount of ecurities Underlying berivative Security Instr. 3 and 4)		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned	Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
		rity			Code	v	(A)	(D)		Date Exercisable	Expira Date	ation .	Γitle An	nount or Number of ares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	

#### **Explanation of Responses:**

- (1) The receipt of these common units of KKR & Co. was previously reported by KKR Holdings L.P. on November 8, 2010. The sales of these common units are being effected to satisfy withholding tax and other obligations related to the vesting of restricted equity units that were granted pursuant to the KKR Holdings L.P. Equity Incentive Plan as contemplated by KKR & Co. L.P.'s prospectus dated October 1, 2010, filed with the Securities and Exchange Commission on October 8, 2010.
- (2) This price represents the approximate weighted average price per common unit of open market sales of common units of KKR & Co. L.P. that were executed at prices ranging from \$13.16 to \$13.33 per common unit. KKR Holdings L.P. undertakes to provide, upon request by the Securities and Exchange Commission staff, KKR & Co. L.P. or a security holder of KKR & Co. L.P., full information regarding the number of common units of KKR & Co. L.P. sold at each price.
- (3) This price represents the approximate weighted average price per common unit of open market sales of common units of KKR & Co. L.P. that were executed at prices ranging from \$12.62 to \$13.45 per common unit. KKR Holdings L.P. undertakes to provide, upon request by the Securities and Exchange Commission staff, KKR & Co. L.P. or a security holder of KKR & Co. L.P., full information regarding the number of common units of KKR & Co. L.P. sold at each price.

#### Remarks

Pursuant to Rule 16a-1(a)(4), of the Securities Exchange Act of 1934, as amended, KKR Holdings L.P. states that this filing shall not be an admission that KKR Holdings L.P. is the beneficial owner of any of the securities reported herein, and KKR Holdings L.P. disclaims beneficial ownership of such securities except to the extent of KKR Holdings L.P.'s pecuniary interest therein.

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
KKR Holdings L.P							
C/O KKR & CO. L.P.		v					
9 WEST 57TH STREET, 42ND FLOOR		A					

NEW YORK, NY 10019			
Signatures			
Signatures /s/ David J. Sorkin, Attorney-in-fact	11/1	0/2010	
** Signature of Reporting Person		Date	

\*\* Signature of Reporting Person

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

- 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).

File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.