

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

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/08/10 for the Period Ending 11/05/10

Address	9 WEST 57TH STREET, SUITE 4200
	NEW YORK, NY, 10019
Telephone	212-750-8300
CIK	0001404912
Symbol	KKR
SIC Code	6282 - Investment Advice
Industry	Investment Management & Fund Operators
Sector	Financials
Fiscal Year	12/31

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FORM 4	
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[] 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

1. Name and Address of Reporting Person [*]	6 5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
KKR Holdings L.P (Last) (First) (Middle)	KKR & Co. L.P. [KKR] 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	11/5/2010			
(Street) NEW YORK, NY 10019 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	(Instr. 8)		4. Securities Acquir or Disposed of (D) (Instr. 3, 4 and 5)		ed (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form:	7. Nature of Indirect Beneficial
			Code	v	Amount	(A) or (D)	Price		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Units	11/5/2010		C (2)		4246174	Α	\$0	4246174	D	
Common Units	11/5/2010		J (<u>3)</u>		3012602	D	\$0	1233572	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, if any	Code		Deriva Acqui Dispos		Expiration Date		xpiration Date Securities Underlying Derivative Security		Derivative Security (Instr. 5)	Securities Beneficially Owned	Ownership Form of Derivative	Beneficial
	Security			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
KKR Group Partnership Units	<u>(1)</u>	11/5/2010		C (2)			4246174	<u>(1)</u>	<u>(1)</u>	Common Units	4246174	\$0	473859020	D	

Explanation of Responses:

- (1) Pursuant to an exchange agreement, holders of KKR Group Partnership Units (which term refers collectively to one Class A partner interest in each of KKR Management Holdings L.P. and KKR Fund Holdings L.P.) may exchange KKR Group Partnership Units held by them for KKR & Co. L.P. common units on a one-for-one basis. KKR Holdings L.P. owns the KKR Group Partnership Units available for exchange into common units of KKR & Co. L.P., and KKR principals own units in KKR Holdings L.P. that are exchangeable for the KKR Group Partnership Units owned by KKR Holdings L.P. on a one-for-one basis.
- (2) KKR Holdings L.P. exchanged the KKR Group Partnership Units for common units of KKR & Co. L.P. pursuant to the exchange agreement as contemplated by KKR & Co. L.P.'s prospectus dated October 1, 2010, filed with the Securities Exchange Commission on October 5, 2010. As a result, KKR & Co. L.P.'s percentage ownership in the KKR Group Partnerships (KKR Management Holdings L.P. and KKR Fund Holdings L.P.) increased, and KKR Holdings L.P.'s percentage ownership decreased.
- (3) KKR Holdings L.P. delivered the common units of KKR & Co. L.P. to holders of vested 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 Exchange Commission on October 5, 2010.

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. 9 WEST 57TH STREET, 42ND FLOOR NEW YORK, NY 10019	Х		
Signatures			

** Signature of Reporting Person

11/8/2010 Date

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).

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

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