

**KKR & CO. INC.**  
Reported by  
**ROBERTS GEORGE R**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 11/21/12 for the Period Ending 11/16/12

Address	9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY, 10019
Telephone	212-750-8300
CIK	0001404912
Symbol	KKR
Fiscal Year	12/31

# FORM 4

**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

<b>1. Name and Address of Reporting Person *</b>  <b>ROBERTS GEORGE R</b>  (Last) (First) (Middle)  <b>C/O KKR &amp; CO. L.P., 9 WEST 57TH STREET, 42ND FLOOR</b>  (Street)  <b>NEW YORK, NY 10019</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>KKR &amp; Co. L.P. [ KKR ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <b>Co-Chairman &amp; Co-CEO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>11/16/2012</b></p>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed</b> (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
KKR Holdings L.P. Units	(3)	11/16/2012		G (1) (2)	V	99990 (1) (2)		(3)	(3)	Common Units (3)	99990 (1)(2)	\$0	1010000	I	See footnote (4)
KKR Holdings L.P. Units	(3)	11/16/2012		G (1) (2)	V	99990 (1)(2)		(3)	(3)	Common Units (3)	99990 (1)(2)	\$0	1010000	I	See footnote (4)
KKR Holdings L.P. Units	(3)							(3)	(3)	Common Units (3)	83518379		83518379	I	See footnote (5)
KKR Holdings L.P. Units	(3)							(3)	(3)	Common Units (3)	249426		249426	I	See footnote (6)

**Explanation of Responses:**

- (1) This Form 4 reflects a gift of interests involving a limited partnership (the "Partnership"), whose general partner is a limited liability company of which the Reporting Person is the sole member and investment manager and whose limited partners are trusts (the "Trusts") of which the Reporting Person is not the trustee. The Reporting Person's spouse is a trustee and beneficiary of one of these Trusts, which, as previously reported, received its limited partnership interests in the Partnership from the Reporting Person on November 14, 2011 as a gift. [Continued in footnote 2]
- (2) On November 16, 2012, such Trust distributed a portion of its limited partnership interests in the Partnership to the Reporting Person's

spouse who then made a gift of such limited partnership interests in the Partnership to a trust of which neither the Reporting Person nor the Reporting Person's spouse is a beneficiary or a trustee.

- (3) Pursuant to an exchange agreement as contemplated by KKR & Co. L.P.'s prospectus dated September 21, 2011, filed with the Securities and Exchange Commission on September 23, 2011, units of KKR Holdings L.P. are exchangeable for KKR Group Partnership Units (which term refers collectively to Class A partner interests in each of KKR Management Holdings L.P. and KKR Fund Holdings L.P.) on a one-for-one basis, and KKR Group Partnership Units are exchangeable for common units of KKR & Co. L.P. on a one-for-one basis.
- (4) These units of KKR Holdings L.P. are held by the Partnership, and the number reported reflects the aggregate number of units of KKR Holdings L.P. held by the Partnership.
- (5) These units of KKR Holdings L.P. are held in a trust revocable by the Reporting Person during his life. The Reporting Person is the sole beneficiary and the sole trustee of this trust.
- (6) These units of KKR Holdings L.P. are held in a corporation owned by the Reporting Person and of which the Reporting Person is the president.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>ROBERTS GEORGE R C/O KKR &amp; CO. L.P. 9 WEST 57TH STREET, 42ND FLOOR NEW YORK, NY 10019</b>	<b>X</b>	<b>X</b>	<b>Co-Chairman &amp; Co-CEO</b>	

**Signatures**

/s/ David J. Sorkin, Attorney-in-Fact

11/20/2012

\*\* Signature of Reporting Person

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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