

KKR & Co. L.P.
Form 4
November 12, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KKR Holdings L.P

2. Issuer Name and Ticker or Trading Symbol
KKR & Co. L.P. [KKR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2010

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O KKR & CO. L.P., 9 WEST 57TH STREET, 42ND FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units	11/10/2010		S ⁽¹⁾		226,700	D	\$ 12.9572
							800,372 ⁽²⁾
Common Units	11/11/2010		S ⁽¹⁾		375,500	D	\$ 13.1552
							424,872 ⁽³⁾
Common Units	11/12/2010		S ⁽¹⁾		92,201	D	\$ 13.2045
							332,671 ⁽⁴⁾

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

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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 \$12.95 to \$13.38 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.

- (4) 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 \$12.99 to \$13.32 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 sh

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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