

Prudential Retirement Insurance & Annuity Co
 Form 4
 December 14, 2017

FORM 4

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

OMB APPROVAL

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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).

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 *
PRUDENTIAL FINANCIAL INC

2. Issuer Name and Ticker or Trading Symbol
**TORTOISE MLP FUND, INC.
 [NTG]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 751 BROAD ST,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/13/2017

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

NEWARK, NJ 07102

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Series E Mandatory Redeemable Preferred Stock | 12/13/2017 | | P | | 1,600,000 | A | \$ 25 |
| | | | | | \$ 1,600,000 | I (1) | |
| 3.18% Senior Notes, Series | 12/13/2017 | | P | | 29,000,000 | A | \$ 29,000,000 |
| | | | | | \$ 29,000,000 | I (2) | |

By Pruden
 Retirement
 Insurance a
 Annuity
 Company,
 wholly-ow
 subsidiary
 the Report
 P

By Pruden
 Retirement
 Insurance a

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N, due
December
13, 2024

3.18%
Senior
Notes, Series
N, due
December
13, 2024

12/13/2017

P 3,000,000 A \$ 3,000,000 \$ 3,000,000 I

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Person

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

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.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PRUDENTIAL FINANCIAL INC 751 BROAD ST NEWARK, NJ 07102 | | X | | |
| | | X | | |

Prudential Retirement Insurance & Annuity Co
prudential retirement insurance and Annu
280 Trumbull Street
Hartford, CT 06103

Signatures

| | |
|--|------------|
| Prudential Financial, Inc., By: /s/ Richard Baker, Second Vice President | 12/14/2017 |
| **Signature of Reporting Person | Date |
| Prudential Retirement Insurance and Annuity Company, By: /s/ Brian N. Thomas, Vice President | 12/14/2017 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) Preferred stock owned directly by Prudential Retirement Insurance and Annuity Company, a ten percent owner of a class, and indirectly owned by Prudential Financial, Inc., its parent holding company.
- (2) These notes are owned directly by Prudential Retirement Insurance and Annuity Company, a ten percent owner of a class, and indirectly owned by Prudential Financial, Inc., its parent holding company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.