

TORTOISE MLP FUND, INC.

Form 4

October 31, 2014

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 *
BIRZER H KEVIN

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)
11550 ASH STREET, SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2014

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

LEAWOOD, KS 66211

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Shares | 02/28/2014 | | L | V 18.897 (1) | A \$ 27.46 | 3,250.756 (2) | D |
| Common Shares | 02/28/2014 | | L | V 9.45 (1) | A \$ 27.46 | 625.385 (3) | I |
| Common Shares | 08/15/2014 | | S | 4.425 (4) | D \$ 29.13 | 630 (5) | I |

By spouse as custodian of children's accounts
By spouse as custodian of

| | | | | | | | | children's accounts |
|---------------|------------|--|---|-------|---|----------|----------------------|---|
| Common Shares | 08/18/2014 | | S | 0.835 | D | \$ 29.59 | 3,268 ⁽⁶⁾ | D |
| Common Shares | 10/30/2014 | | P | 100 | A | \$ 28.65 | 3,368 | D |
| Common Shares | | | | | | | 504 ⁽⁷⁾ | I |
| | | | | | | | | By spouse as custodian of children's accounts |

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.

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BIRZER H KEVIN 11550 ASH STREET SUITE 300 LEAWOOD, KS 66211 | X | | | |

Signatures

H. Kevin Birzer

10/31/2014

**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) Automatic reinvestment of distribution by broker no made at the Tortoise MLP Fund, Inc.'s dividend reinvestment plan price. This transaction is being voluntarily reported early on Form 4.
 - (2) Includes 200.799 shares acquired under the Tortoise MLP Fund, Inc. dividend reinvestment plan.
Includes 102.077 shares acquired under the Tortoise MLP Fund, Inc. dividend reinvestment plan, and excludes 104.778 shares held by
 - (3) adult child no longer living at home and in which the reporting person no longer has a reportable beneficial interest but which have been included in the reporting person's prior ownership reports.
 - (4) Consists of fractional share sales from accounts in connection with account transfers.
 - (5) Includes 9.04 shares acquired under the Tortoise MLP Fund, Inc. dividend reinvestment plan.
 - (6) Includes 18.079 shares acquired under the Tortoise MLP Fund, Inc. dividend reinvestment plan.
 - (7) Indirect shares noted above held by spouse as custodian of children's accounts, but excluding 126 shares held by adult child no longer living at home and in which the reporting person no longer has a reportable beneficial interest .

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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