MATLACK TERRY

Form 5

January 13, 2012

#### **OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer MATLACK TERRY Symbol **TORTOISE POWER & ENERGY** (Check all applicable) INFRASTRUCTURE FUND INC [TPZ] Director 10% Owner X \_ Officer (give title Other (specify (Middle) (Last) (First) 3. Statement for Issuer's Fiscal Year Ended below) below) (Month/Day/Year) Chief Executive Officer 11/30/2011 11550 ASH STREET, SUITE 300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) LEAWOOD, KSÂ 66211 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) Amount (D) Price

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

12/31/2010

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Common

**Shares** 

Persons who respond to the collection of information contained in this form are not required to respond unless

\$

24.53

3,560,725

I

17.152

(1)

L

**SEC 2270** (9-02)

By Matlack

Living

Trust dated 12/30/04

#### Edgar Filing: MATLACK TERRY - Form 5

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of

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transaction	5. Number	6. Date Exerc Expiration D	ate	7. Title	nt of	8. Price of Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under		Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date		Number	
									of	
					(A) (D)				Shares	

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
MATLACK TERRY							
11550 ASH STREET	Â	â	Chief Executive Officer	Â			
SUITE 300		А	A Chief Executive Officer	A			
LEAWOOD, KS 66211							

## **Signatures**

Terry Matlack 01/10/2012

\*\*Signature of Person Date

Reporting Person

### **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 not participating in the Tortoise Power and Energy Infrastructure Fund, Inc. dividend reinvestment plan. This transaction is being reported on Form 5 pursuant to Rule 16a-6.
- (2) Includes 195.298 common shares acquired under the Tortoise Power and Energy Infrastructure Fund, Inc. dividend reinvestment plan.

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

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