

TORTOISE MLP FUND, INC.
Form 4
November 18, 2013

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 *
SUN LIFE INSURANCE & ANNUITY CO OF NEW YORK

(Last) (First) (Middle)

ONE GRAND CENTRAL PLACE, 60 EAST 42ND STREET, SUITE 3100

(Street)

NEW YORK, NY 10165

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| \$12,000,000 4.29% Senior Notes Series D Due Dec. 15, 2020 | 07/31/2013 | | S | 1,000,000 D | \$ 1,079,960 0 | D | |
| \$12,000,000 4.29% Senior Notes Series D Due | 07/31/2013 | | S | 1,000,000 D | \$ 0 0 | I | See footnote (1) |

Dec. 15,
2020

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

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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 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 Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SUN LIFE INSURANCE & ANNUITY CO OF NEW YORK
ONE GRAND CENTRAL PLACE
60 EAST 42ND STREET, SUITE 3100
NEW YORK, NY 10165

Former 10% owner

Sun Life Assurance Co of Canada (U.S.)
ONE SUN LIFE EXECUTIVE PARK, SC 2335
WELLESLEY HILLS, MA 02481

Former indirect 10% owner

Signatures

/s/ Maura A. Murphy, Authorized Signer, Sun Life Assurance Company of Canada (U.S.) 11/18/2013
**Signature of Reporting Person Date

/s/ Maura A. Murphy, Authorized Signer, Sun Life Insurance and Annuity Company of New York 11/18/2013
**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) Sun Life Assurance Company of Canada (U.S.) owns 100% of the common stock of Sun Life Insurance and Annuity Company of New York.

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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