

TORTOISE MLP FUND, INC.
 Form 5
 January 13, 2017

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
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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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MALVEY KENNETH P
 (Last) (First) (Middle)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
11/30/2016

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Member of Investment Committee

6. Individual or Joint/Group Reporting
 (check applicable line)

11550 ASH STREET, SUITE 300
 (Street)

LEAWOOD, KS 66211
 (City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Shares | 12/01/2015 | Â | L | 26.463 (1) A \$ 16.31 | 1,123.606 | D | Â |
| Common Shares | 12/01/2015 | Â | L | 26.463 (1) A \$ 16.31 | 1,123.606 | I | By spouse |
| Common Shares | 12/01/2015 | Â | L | 1.425 (1) A \$ 16.31 | 0 (2) | I | By self as custodian of child's account |

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| | | | | | | | | | |
|---------------|------------|---|---|---------------|---|----------|-----------|---|-----------|
| Common Shares | 03/01/2016 | Â | L | 27.121 (1) | A | \$ 16.33 | 1,123.606 | D | Â |
| Common Shares | 03/01/2016 | Â | L | 27.121 (1) | A | \$ 16.33 | 1,123.606 | I | By spouse |
| Common Shares | 06/01/2016 | Â | L | 25.103 (1) | A | \$ 18.1 | 1,123.606 | D | Â |
| Common Shares | 06/01/2016 | Â | L | 25.103 (1) | A | \$ 18.1 | 1,123.606 | I | By spouse |
| Common Shares | 09/01/2016 | Â | L | 23.367 (1) | A | \$ 19.89 | 1,123.606 | D | Â |
| Common Shares | 09/01/2016 | Â | L | 23.367 (1) | A | \$ 19.89 | 1,123.606 | I | By spouse |

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. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| MALVEY KENNETH P 11550 ASH STREET SUITE 300 LEAWOOD, KS 66211 | Â | Â | Â | Member of Investment Committee |

Signatures

Kenneth P.
Malvey

01/12/2017

 **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) Automatic reinvestment of distribution by broker not made at the Tortoise MLP Fund, Inc. dividend reinvestment plan price. This transaction is being reported on Form 5 pursuant to Rule 16a-6.

- Transaction reported occurred while reporting person had a reportable beneficial interest, but subsequent to transaction, shares held by adult child no longer living at home; amount beneficially owned at fiscal year-end excludes 257.155 shares (in addition to the shares reported in the transaction) held by the 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 information.
- (2)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.