

ClearBridge Energy MLP Fund Inc.
Form 4
February 26, 2016

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
ClearBridge Energy MLP Fund Inc.
[CEM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2016

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

751 BROAD ST
(Street)

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

NEWARK, NJ 07102

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| Series C Mandatory Redeemable Preferred Stock | 02/24/2016 | | J | 152 ⁽¹⁾ D | \$ 102,958 ⁽²⁾ 58 | I | By Prudential Retirement Insurance and Annuity Company, a wholly-owned subsidiary of the Reporting P |
| Series D Mandatory Redeemable | 02/24/2016 | | J | 420 ⁽¹⁾ D | \$ 103,132 ⁽²⁾ 160 | I | By The Prudential Insurance |

Preferred
Stock

Company of
America, a
wholly-owned
subsidiary of
the Reporting
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.

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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 Owned Following Reporting Transaction (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 |
| PRUDENTIAL FINANCIAL INC 751 BROAD ST NEWARK, NJ 07102 | | X | | |
| PRUDENTIAL INSURANCE CO OF AMERICA 751 BROAD STREET NEWARK, NJ 07102 | | X | | |
| Prudential Retirement Insurance & Annuity Co 280 TRUMBULL STREET HARTFORD, CT 06103 | | X | | |

Signatures

| | |
|---|------------|
| Prudential Financial, Inc., By: /s/ Hillary Lorenzo, Vice President | 02/26/2016 |
| **Signature of Reporting Person | Date |
| The Prudential Insurance Company of America, By: /s/ Christopher Halloran, Vice President | 02/26/2016 |
| **Signature of Reporting Person | Date |
| Prudential Retirement Insurance and Annuity Company, By: PGIM, Inc., as Investment Manager, By: /s/ Christopher Halloran, Vice President | 02/26/2016 |
| **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) Share transfer to Issuer on 2/24/2016.
- (2) Per Share Price includes accrued dividends and 2% premium.

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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