

TORTOISE ENERGY INFRASTRUCTURE CORP
 Form 5
 January 13, 2015

FORM 5

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).
 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 *
MATLACK TERRY

(Last) (First) (Middle)

11550 ASH STREET, SUITE 300
 (Street)

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

2. Issuer Name and Ticker or Trading Symbol
TORTOISE ENERGY INFRASTRUCTURE CORP [TYG]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 11/30/2014

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)
 Chief Executive Officer

6. Individual or Joint/Group Reporting
 (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 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 | 12/02/2013 | | L | (1) 12.99 A | \$ 50.18 (2) 38,920.24 | I | By Matlack Living Trust dated 12/30/04 |
| Common Shares | 03/03/2014 | | L | (1) 14.64 A | \$ 45.22 (2) 38,920.24 | I | By Matlack Living |

| | | | | | | | | | |
|---------------|------------|---|-------------------|---------------------|---|-------------------|-------------------------|------------------|--|
| Common Shares | 06/02/2014 | Â | L | 13.86 <u>(1)</u> | A | \$ 48.58 | 38,920.24 <u>(2)</u> | I | Trust dated 12/30/04 By Matlack Living Trust dated 12/30/04 |
| Common Shares | 06/23/2014 | Â | J4 ⁽³⁾ | 409 | A | \$ ⁽³⁾ | 414.6 ⁽⁴⁾ | D | Â |
| Common Shares | 06/23/2014 | Â | J4 ⁽⁵⁾ | 10,816 | A | \$ ⁽⁵⁾ | 38,920.24 <u>(2)</u> | I | By Matlack Living Trust dated 12/30/04 |
| Common Shares | 06/23/2014 | Â | J4 ⁽⁶⁾ | 10,683 | A | \$ ⁽⁶⁾ | 38,920.24 <u>(2)</u> | I | By Matlack Living Trust dated 12/30/04 |
| Common Shares | 09/02/2014 | Â | L | 4.63 ⁽¹⁾ | A | \$ 49.02 | 414.6 | D ⁽⁴⁾ | Â |
| Common Shares | 09/02/2014 | Â | L | 14.62 <u>(1)</u> | A | \$ 49.02 | 38,920.24 <u>(2)</u> | I | By Matlack Living Trust dated 12/30/04 |

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

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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. of D Se B O E I F I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------------------|

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MATLACK TERRY 11550 ASH STREET SUITE 300 LEAWOOD, KS 66211 | X | A | A Chief Executive Officer | A |

Signatures

Terry Matlack 01/12/2015

__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 Energy Infrastructure Corporation ("TYG") dividend reinvestment plan price. This transaction is being reported on Form 5 pursuant to Rule 16a-6.

(2) Includes 1,181.65 shares acquired under the TYG dividend reinvestment plan.

Received in exchange for 547.06 common shares of Tortoise Energy Capital Corporation ("TYY") and received cash in lieu of fractional shares of TYG in connection with the merger of TYY into TYG which was effective on June 23, 2014. The exchange rate was based on each company's relative net asset value ("NAV") per share as of June 20, 2014, the business day immediately preceding the closing of the merger, which was \$50.95 for TYG and \$38.19 for TYY. On June 20, 2014, the closing price of TYY common shares was \$36.22 and the closing price of TYG common shares was \$48.46.

(4) Includes 0.97 shares acquired under the TYG dividend reinvestment plan.

Received in exchange for 14,432.24 common shares of TYY and received cash in lieu of fractional shares of TYG in connection with the merger of TYY into TYG which was effective on June 23, 2014. The exchange rate was based on each company's relative NAV per share as of June 20, 2014, the business day immediately preceding the closing of the merger, which was \$50.95 for TYG and \$38.19 for TYY. On June 20, 2014, the closing price of TYY common shares was \$36.22 and the closing price of TYG common shares was \$48.46.

(6) Received in exchange for 16,337.59 common shares of Tortoise North American Energy Corporation ("TYN") and received cash in lieu of fractional shares of TYG in connection with the merger of TYN into TYG which was effective on June 23, 2014. The exchange rate was based on each company's relative NAV per share as of June 20, 2014, the business day immediately preceding the closing of the merger, which was \$50.95 for TYG and \$33.32 for TYN. On June 20, 2014, the closing price of TYN common shares was \$31.54 and the closing price of TYG common shares was \$48.46.

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.