

TORTOISE ENERGY INFRASTRUCTURE CORP

Form 4

October 31, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
BIRZER H KEVIN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11550 ASH STREET, SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/23/2014

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

LEAWOOD, KS 66211

(City) (State) (Zip)

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

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)	
			Code	V	Amount	(A) or (D)	Price	
Common Shares	06/23/2014		J ⁽¹⁾		14,466	A	<u>(1)</u> 61,816.819	D
Common Shares	06/23/2014		J ⁽³⁾		4,391	A	<u>(3)</u> 66,207.819	D
Common Shares	06/23/2014		J ⁽⁴⁾		675	A	<u>(4)</u> 2,506.63 ⁽⁵⁾	I
	06/23/2014		J ⁽⁶⁾		580	A	<u>(6)</u> 3,086.63	I

By spouse as custodian of children's accounts

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Common Shares									By spouse as custodian of children's accounts
Common Shares	08/15/2014	S	1.63 ⁽⁷⁾	D	\$ 47.74	3,085	I		By spouse as custodian of children's accounts
Common Shares	08/18/2014	S	0.736	D	\$ 48.18	66,207.083	D		
Common Shares	10/30/2014	P	100	A	\$ 46.29	66,518.046 ⁽⁸⁾	D		
Common Shares						2,468 ⁽⁹⁾	I		By spouse as custodian of children's accounts

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

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SEC 1474 (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. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIRZER H KEVIN 11550 ASH STREET SUITE 300 LEAWOOD, KS 66211	X			

Signatures

H. Kevin Birzer 10/31/2014

__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) Received in exchange for 19,303.44 common shares of Tortoise Energy Capital Corporation ("TYY") plus cash in lieu of fractional shares of TYG in connection with merger of TYY into Tortoise Energy Infrastructure Corporation ("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.

(2) Includes 13,066.485 shares acquired under the TYG dividend reinvestment plan.

(3) Received in exchange for 6,717.606 common shares of Tortoise North American Energy Corporation ("TYN") plus cash in lieu of fractional shares of TYG in connection with 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.

(4) Received in exchange for 901.28 common shares of TYY plus cash in lieu of fractional shares of TYG in connection with 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.

(5) Includes 678.649 shares acquired under the TYG dividend reinvestment plan, and excludes 310.287 shares held by 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.

(6) Received in exchange for 888.115 common shares of TYN plus cash in lieu of fractional shares of TYG in connection with 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.

(7) Consists of fractional share sales from accounts in connection with account transfers.

(8) Includes 210.963 shares acquired under the TYG dividend reinvestment plan.

(9) Indirect shares noted above held by spouse as custodian of children's accounts, but excluding 617 shares held by 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.

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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