

KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC.
 Form 4
 May 02, 2014

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 *
 AMERICAN INTERNATIONAL GROUP INC

(Last) (First) (Middle)

175 WATER STREET

(Street)

NEW YORK, NY 10038

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC. [KMF]

3. Date of Earliest Transaction (Month/Day/Year)
 04/30/2014

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) ___X___ Other (specify below)

See General Remarks

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 Ownership (Instr. 4)	
			Code	V	Amount	Price		
3.46% Series E Senior Unsecured Notes due July 30, 2021	04/30/2014		P		15,000,000	\$ 15,000,000	A \$ 44,000,000	I Held through subsidiaries (1) (2)
Series C Mandatory Redeemable Preferred Shares	04/30/2014		P		1,200,000	\$ 25	A 1,200,000	I Held through subsidiaries (3)

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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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
AMERICAN INTERNATIONAL GROUP INC 175 WATER STREET NEW YORK, NY 10038				See General Remarks

Signatures

/s/ Brian T. Schreiber, Authorized Person 05/02/2014

**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) The United States Life Insurance Company in the City of New York, American Home Assurance Company and United Guaranty Mortgage Insurance Company, each an indirectly wholly owned subsidiary of American International Group, Inc. ("AIG"), directly hold \$9,875,000 principal amount, \$4,875,000 principal amount and \$250,000 principal amount, respectively, of the 3.46% Series E Senior Unsecured Notes due July 30, 2021. As previously reported, The Variable Annuity Life Insurance Company and AIG Specialty Insurance Company, each an indirectly wholly owned subsidiary of AIG, directly hold \$6,000,000 principal amount and \$4,000,000 principal amount, respectively, of the Issuer's 4.00% Series C Senior Unsecured Notes due March 22, 2022.
- (2) Also, as previously reported, The United States Life Insurance Company in the City of New York (as successor by merger to First SunAmerica Life Insurance Company), an indirectly wholly owned subsidiary of AIG, directly holds \$10,000,000 principal amount of the Issuer's 3.93% Series A Senior Unsecured Notes due March 3, 2016, and American General Life Insurance Company (as successor

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by merger to SunAmerica Annuity and Life Assurance Company), an indirectly wholly owned subsidiary of AIG, directly holds \$9,000,000 principal amount of the Issuer's 4.62% Series B Senior Unsecured Notes due March 3, 2018. AIG is an indirect beneficial owner of such senior debt securities.

The Series C Mandatory Redeemable Preferred Shares are held directly by American General Life Insurance Company, American Home Assurance Company and United Guaranty Mortgage Insurance Company, each an indirectly wholly owned subsidiary of AIG.

- (3) As previously reported, the Issuer's Series B Mandatory Redeemable Preferred Shares are held directly by The Variable Annuity Life Insurance Company, an indirectly wholly owned subsidiary of AIG. AIG is an indirect beneficial owner of the Series C Mandatory Redeemable Preferred Shares and the Series B Mandatory Redeemable Preferred Shares.

Remarks:

Filed pursuant to Section 30(h) of the Investment Company Act of 1940. The referenced securities are senior debt securities a

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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