

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2012-11-30**
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(HTML Version on secdatabase.com)

REPORTING OWNER

ADAMS P. BRADLEY

CIK: **1497453**

Type: **5** | Act: **34** | File No.: **811-22106** | Film No.: **13520843**

Mailing Address
*11550 ASH STREET
SUITE 300
LEAWOOD KS 66211*

ISSUER

**TORTOISE POWER & ENERGY INFRASTRUCTURE FUND
INC**

CIK: **1408201** | IRS No.: **260573018** | State of Incorporation: **MD** | Fiscal Year End: **1130**

Mailing Address
*11550 ASH STREET, SUITE
300
LEAWOOD KS 66211*

Business Address
*11550 ASH STREET, SUITE
300
LEAWOOD KS 66211
913-981-1020*

FORM 5

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 ADAMS P. BRADLEY | | | 2. Issuer Name and Ticker or Trading Symbol TORTOISE POWER & ENERGY INFRASTRUCTURE FUND INC [TPZ] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> Officer (give title below) ____ 10% Owner ____ Other (specify below) Chief Financial Officer | | |
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 11/30/2012 | | | 6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person | | |
| 11550 ASH STREET, SUITE 300 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | |
| (Street) LEAWOOD, KS 66211 | | | | | | | | |
| (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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Shares | 12/01/2011 | | <u>L</u> | 3.93 ⁽¹⁾ | A | \$24.19 | 2,067.21 | D | |
| Common Shares | 01/04/2012 | | <u>L</u> | 3.81 ⁽¹⁾ | A | \$25.06 | 2,067.21 | D | |
| Common Shares | 02/01/2012 | | <u>L</u> | 3.7 ⁽¹⁾ | A | \$25.99 | 2,067.21 | D | |
| Common Shares | 03/01/2012 | | <u>L</u> | 3.71 ⁽¹⁾ | A | \$26 | 2,067.21 | D | |
| Common Shares | 04/02/2012 | | <u>L</u> | 3.81 ⁽¹⁾ | A | \$25.48 | 2,067.21 | D | |
| Common Shares | 05/01/2012 | | <u>L</u> | 3.88 ⁽¹⁾ | A | \$25.13 | 2,067.21 | D | |
| Common Shares | 06/01/2012 | | <u>L</u> | 4.15 ⁽¹⁾ | A | \$23.6 | 2,067.21 | D | |
| Common Shares | 07/02/2012 | | <u>L</u> | 3.93 ⁽¹⁾ | A | \$25.06 | 2,067.21 | D | |
| Common Shares | 08/01/2012 | | <u>L</u> | 3.84 ⁽¹⁾ | A | \$25.74 | 2,067.21 | D | |
| Common Shares | 09/04/2012 | | <u>L</u> | 3.9 ⁽¹⁾ | A | \$25.49 | 2,067.21 | D | |
| Common Shares | 10/01/2012 | | <u>L</u> | 3.86 ⁽¹⁾ | A | \$25.92 | 2,067.21 | D | |
| Common Shares | 11/01/2012 | | <u>L</u> | 3.89 ⁽¹⁾ | A | \$27.8 | 2,067.21 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

- Automatic reinvestment of distribution by broker not participating in the Tortoise Power and Energy Infrastructure Fund, Inc. dividend reinvestment plan. This transaction is being reported on Form 5 pursuant to Rule 16a-6.

Signatures

P. Bradley Adams

** Signature of Reporting Person

01/09/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.