

TORTOISE ENERGY INFRASTRUCTURE CORP

Form 4

October 30, 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 \*  
**HEATH CHARLES E**

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 Ownership (Instr. 4)   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |   |
| Common Shares                   | 06/23/2014                           |  | J <sup>(1)</sup>               | 4,871 A <u>(1)</u>  | 12,871  | I  | By self and spouse as trustees of the Charles E. Heath Trust #1, U/A Dtd 2/1/92 |
| Common Shares                   | 06/23/2014                           |  | J <sup>(2)</sup>               | 1,307 A <u>(2)</u>  | 14,178  | I  | By self and spouse as trustees  |

|               |            |  |   |     |   |          |        |   |   |
|---------------|------------|--|---|-----|---|----------|--------|---|---|
| Common Shares | 10/30/2014 |  | P | 300 | A | \$ 46.36 | 14,478 | I | of the Charles E. Heath Trust #1, U/A Dtd 2/1/92<br>By self and spouse as trustees of the Charles E. Heath Trust #1, U/A Dtd 2/1/92 |
| Common Shares | 10/30/2014 |  | P | 22  | A | \$ 46.32 | 14,500 | I | By self and spouse as trustees of the Charles E. Heath Trust #1, U/A Dtd 2/1/92   |

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.**

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 Bene 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 |
| HEATH CHARLES E<br>11550 ASH STREET<br>SUITE 300<br>LEAWOOD, KS 66211 | X             |           |         |       |

## Signatures

|                                    |            |
|------------------------------------|------------|
| Charles E.<br>Heath                | 10/30/2014 |
| **Signature of<br>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 6,500 common shares of Tortoise Energy Capital Corporation ("TYY") 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) Received in exchange for 2,000 common shares of Tortoise North American Energy Corporation ("TYN") 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.

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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