

PRUDENTIAL FINANCIAL INC
 Form 4
 November 20, 2018

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 *
 PRUDENTIAL FINANCIAL INC

2. Issuer Name and Ticker or Trading Symbol

CLEARBRIDGE AMERICAN ENERGY MLP FUND INC. [CBA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 751 BROAD ST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/16/2018

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 See Footnote 1

NEWARK, NJ 07102

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

(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 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Series C Mandatory Redeemable Preferred Stock ⁽¹⁾ | 11/16/2018 | | J | 41 ⁽²⁾ D \$ 0 0 | | I | By The Prudential Insurance Company of America, a wholly-owned subsidiary of the Reporting Person |
| Series D Mandatory Redeemable | 11/16/2018 | | J | 85 ⁽²⁾ D \$ 0 0 | | I | By Prudential Legacy Insurance |

Preferred Stock ⁽¹⁾

Company of New Jersey, a wholly-owned subsidiary of the Reporting Per

Series D Mandatory

Redeemable 11/16/2018

J 24 ⁽²⁾ D \$ 0 0 I

Preferred Stock ⁽¹⁾

By The Prudential Insurance Company of America, a wholly-owned subsidiary of the Reporting Person

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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

PRUDENTIAL FINANCIAL INC
751 BROAD ST
NEWARK, NJ 07102

See Footnote 1

See Footnote 1

PRUDENTIAL LEGACY INSURANCE CO OF NEW JERSEY
751 BROAD STREET
NEWARK, NJ 07102

PRUDENTIAL INSURANCE CO OF AMERICA
751 BROAD STREET
NEWARK, NJ 07102

See Footnote 1

Signatures

| | |
|--|------------|
| Prudential Financial, Inc., by: /s/Hillary Lorenzo, Vice President | 11/20/2018 |
| __Signature of Reporting Person | Date |
| The Prudential Insurance Company of America, by: /s/Christopher Halloran, Vice President | 11/20/2018 |
| __Signature of Reporting Person | Date |
| Prudential Legacy Insurance Company of New Jersey, By:PGIM, Inc., as Investment Manager, by:/s/Christopher Halloran, Vice President | 11/20/2018 |
| __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) (1)Previous 10% Owner of Preferred Share Securities of CBA; as of 11/16/2018, 10% Owner of Preferred Share Securities of EMO.
- (2) (2)Share exchange/replacement by Clearbridge Energy MidStream Opportunity Fund Inc. (ticker EMO) due to CBAs merger into EMO on 11/16/2018.

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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