

CLEARBRIDGE AMERICAN ENERGY MLP FUND INC.
 Form 4
 February 25, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
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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)

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

02/23/2016

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

751 BROAD ST

(Street)

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

NEWARK, NJ 07102

(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 | 02/23/2016 | | J | 58 ⁽¹⁾ D | \$ 103,080 ⁽²⁾ 41 | I | By The Prudential Insurance Company of America, a wholly-owned subsidiary of the Reporting Person |
| Series D Mandatory Redeemable | 02/23/2016 | | J | 120 ⁽¹⁾ D | \$ 103,159 ⁽²⁾ 85 | I | By Prudential Legacy Insurance |

Preferred
Stock

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

Series D
Mandatory
Redeemable
Preferred
Stock

02/23/2016

J

32 ⁽¹⁾

D

\$

103,159

24 ⁽³⁾

I

(2)

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.

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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 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

X

X

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

Signatures

| | |
|---|------------|
| Prudential Financial, Inc., By: /s/ Hillary Lorenzo, Vice President | 02/25/2016 |
| **Signature of Reporting Person | Date |
| The Prudential Insurance Company of America, By: /s/ Christopher Halloran, Vice President | 02/25/2016 |
| **Signature of Reporting Person | Date |
| Prudential Legacy Insurance Company of New Jersey, By: PGIM, Inc., as Investment Manager, By: /s/ Christopher Halloran, Vice President | 02/25/2016 |
| **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) Share transfer to Issuer on 2/23/2016.
 - (2) Per Share Price includes accrued dividends and 2% premium.
 - (3) As grantor of the PICA Hartford Life & Annuity Comfort Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.