

TORTOISE POWER & ENERGY INFRASTRUCTURE FUND INC

Form N-PX

August 29, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

Investment Company Act file number 811-22106

Tortoise Power and Energy Infrastructure Fund, Inc.
(Exact Name of Registrant as specified in charter)

11550 Ash Street, Suite 300, Leawood, KS 66211
(Address of Principal Executive Offices) (Zip code)

David J. Schulte, 11550 Ash Street, Suite 300, Leawood, KS 66211
(Name and Address of Agent For Service)

Registrant's telephone number, including area code: 913-981-1020

Date of fiscal year end: November 30

Date of reporting period: June 30, 2011

Item 1. Proxy Voting Record

| Company Name | Meeting Date | CUSIP | Ticker |
|---------------------|------------------------|---|--|
| Buckeye Partners LP | June 7, 2011 | 118230101 | BPL |
| | | | Proposed by Issuer or Security Holder Issuer |
| Vote | For/Against Management | Proposal | |
| For | For | Election of Directors: | |
| For | For | 1) Forrest E. Wylie | |
| For | For | 2) Joseph A. Lasala, Jr. | |
| | | 3) Martin A. White | |
| For | For | Ratification of Deloitte & Touche LLP | Issuer |
| For | For | Advisory resolution on executive compensation | Issuer |
| 3 Years | For | Advisory vote on the frequency of future advisory votes on executive compensation | Issuer |

| Company Name | Meeting Date | CUSIP | Ticker |
|------------------------------|------------------------|--|--|
| MarkWest Energy Partners, LP | June 1, 2011 | 570759100 | MWE |
| | | | Proposed by Issuer or Security Holder Issuer |
| Vote | For/Against Management | Proposal | |
| For | For | Election of Directors: | |
| | | Frank M. Semple | |
| | | Donald D. Wolf | |
| | | Keith E. Bailey | |
| | | Michael L. Beatty | |
| | | Charles K. Dempster | |
| | | Donald C Hepperman | |
| | | William A. Kellstrom | |
| | | Anne E. Fox Mounsey | |
| | | William P. Nicoletti | |
| For | For | To approve, on an advisory basis, the compensation of the Partnership's named executive officers as described in the Partnership's Proxy Statement for the 2011 Annual Meeting of Common Unitholders | Issuer |
| 3 Years | For | | Issuer |

To recommend, on an advisory basis, the frequency of the advisory vote on the compensation of the Partnership's named executive officers

| | | | |
|-----|-----|---|--------|
| For | For | Ratification of Deloitte & Touche LLP as the Partnerships's Independent Public Accountants for the fiscal year ending December 31, 2011 | Issuer |
|-----|-----|---|--------|

| Company Name | Meeting Date | CUSIP | Ticker |
|--------------------|--------------|-----------|--------|
| Copano Energy, LLC | May 18, 2011 | 217202100 | CPNO |

| Vote | For/Against Management | Proposal | Proposed by Issuer or Security Holder |
|---------|------------------------|---|---------------------------------------|
| For | For | Election of Directors: James G Crump Ernie L. Danner Scott A. Griffiths Michael L. Johnson Michael G. Macdougall R. Bruce Nothcutt T. William Porter William L. Thacker | Issuer |
| For | For | Ratification of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for 2011 | Issuer |
| For | For | Approval of an Amendment to the Long-Term Incentive Plan to increase the number of Common Units From 5,000,000 to 6,200,000 | Issuer |
| For | For | Approval of an Amendment to the Long-Term Incentive Plan to extend the term of the Plan from November 15, 2014 to November 15, 2019 | Issuer |
| For | For | Advisory vote on the compensation philosophy, policies and procedures and the executive compensation disclosed in the Proxy Statement | Issuer |
| 3 Years | For | Advisory vote on the frequency of the advisory vote on executive compensation | Issuer |

| Company Name | Meeting Date | CUSIP | Ticker |
|-------------------|--------------|-----------|--------|
| Nustar Energy L P | May 5, 2011 | 67058H102 | NS |

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| Vote | For/Against Management | Proposal | Proposed by Issuer or Security Holder |
|------|------------------------|---|---------------------------------------|
| For | For | To approve the Nustar GP, LLC Third Amended and Restated 2000 Long-Term Incentive Plan increasing the total number of Common Units available under the Plan to 3.25 Million | Issuer |
| For | For | Ratify the Appointment of KPMG LLP as Nustar Energy L.P.'s Independent Registered Accounting Firm for 2011 | Issuer |

| Company Name | Meeting Date | CUSIP | Ticker |
|--------------------------------|----------------|-----------|--------|
| Magellan Midstream Partners LP | April 27, 2011 | 559080106 | MMP |

| Vote | For/Against Management | Proposal | Proposed by Issuer or Security Holder |
|---------|------------------------|--|---------------------------------------|
| For | For | Election of Directors: James C. Kempner Michael N Mears James R. Montague | Issuer |
| For | For | Proposal to amend Long-Term Incentive Plan | Issuer |
| For | For | Advisory vote on executive compensation | Issuer |
| 3 Years | For | Advisory vote on frequency of vote on executive compensation | Issuer |

| Company Name | Meeting Date | CUSIP | Ticker |
|--------------------|-------------------|-----------|--------|
| Copano Energy, LLC | November 17, 2010 | 217202100 | CPNO |

| Vote | For/Against Management | Proposal | Proposed by Issuer or Security Holder |
|------|------------------------|---|---------------------------------------|
| For | For | A proposal to approve: (A) Changes to the terms of Series A convertible preferred units to provide for full voting rights for such units and full convertibility of such units into common units on a one-for-one basis and (B) The issuance of additional common units upon conversion of Series A convertible preferred | Issuer |

units.

| Company Name | Meeting Date | CUSIP | Ticker |
|---------------------|------------------------|--|---|
| Buckeye Partners LP | November 16, 2010 | 118230101 | BPL |
| | | | Proposed by Issuer or Security Holder Issuer |
| Vote | For/Against Management | Proposal | |
| For | For | Approval of a First Amended and Restated Agreement and Plan of Merger by and among Buckeye Partners, L.P. (The "Partnership"), Buckeye GP LLC, Grand Ohio, LLC, Buckeye GP Holdings L.P. & Mainline Management LLC, dated as of August 18, 2010 and the transactions contemplated thereby, all as more fully described in the proxy statement. | |
| For | For | To consider and vote upon the approval of the Amended and Restated Agreement of Limited Partnership of the Partnership. | Issuer |

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TORTOISE POWER AND ENERGY
INFRASTRUCTURE FUND, INC.

Date: August 26, 2011

By: /s/ Terry Matlack
Terry Matlack
Chief Executive Officer