

TORTOISE POWER & ENERGY INFRASTRUCTURE FUND INC

Form N-PX

August 16, 2010

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, 2010

Item 1. Proxy Voting Record

| Company Name | Meeting Date | CUSIP | Ticker |
|---------------------------------|--------------|-----------|--------|
| Williams Pipeline Partners L.P. | 8/31/2010 | 96950K103 | WMZ |

| Vote | For/Against Management | Proposal | Proposed by Issuer or Security Holder |
|------|------------------------|---|---------------------------------------|
| For | For | 1. To approve and adopt the Agreement and Plan of Merger dated as of May 24, 2010 by and among Williams Partners L.P., Williams Partners GP LLC, Williams Partners Operating LLC, WPZ Operating Company Merger Sub LLC (the "Merger Sub"), Williams Pipeline Partners, L.P. and Williams Pipeline GP LLC, as it may be amended from time to time (the "Merger | |

Agreement")
 and the
 merger of the
 Merger Sub
 with and into
 Williams
 Pipeline
 Partners L.P.
 contemplated
 by the Merger
 Agreement.

| Company Name | Meeting Date | CUSIP | Ticker |
|--------------------------------|--------------|-----------|--------|
| MarkWest Energy Partners, L.P. | 6/2/2010 | 570759100 | MWE |

| Vote | For/Against Management | Proposal | Proposed by Issuer or Security Holder |
|------|------------------------|--|---------------------------------------|
| For | For | 1. To elect Frank M. Semple, Donald D. Wolf, Keith E. Bailey, Michael L. Beatty, Charles K. Dempster, Donald C. Heppermann, William A. Kellstrom, Anne E. Fox Mounsey and William P. Nicoletti as Directors of the general partner of MarkWest Energy Partners, L.P. for a one-year term to expire at the 2011 | Issuer |

| | | | |
|-----|-----|---|--------|
| | | Annual Meeting of Unitholders. | |
| | | 2. To ratify the general partner's Audit Committee's appointment of Deloitte & Touche LLP as MarkWest Energy Partners, L.P.'s independent registered public accounting firm for the 2010 fiscal year. | Issuer |
| For | For | | |

| Company Name | Meeting Date | CUSIP | Ticker |
|-----------------------|--------------|-----------|--------|
| Copano Energy, L.L.C. | 5/11/2010 | 217202100 | CPNO |

| | | | |
|----------|----------------------------|---|---------------------------------------|
| | | | Proposed by Issuer or Security Holder |
| Vote For | For/Against Management For | Proposal 1. To elect James G. Crump, Ernie L. Danner, Scott A. Griffiths, Michael L. Johnson, R. Bruce Northcutt, T. William Porter, and William L. Thacker to Copano's Board of Directors to | Issuer |

| | | | |
|-----|-----|---|--------|
| For | For | serve until the 2011 Annual Meeting of Unitholders. 2. To ratify the appointment of Deloitte & Touche LLP as Copano's independent registered public accounting firm for the fiscal year ending December 31, 2010. | Issuer |
|-----|-----|---|--------|

| Company Name | Meeting Date | CUSIP | Ticker |
|-----------------------------------|--------------|-----------|--------|
| Magellan Midstream Partners, L.P. | 4/21/2010 | 559080106 | MMP |

| | | | |
|-------------|----------------------------------|---|---|
| Vote For | For/Against Management For | Proposal 1. To elect one Class I director (Barry R. Pearl) and two Class II directors (Walter R. Arnheim and Patrick C. Eilers) to the general partner's board of directors to serve until the 2012 and 2013 annual meeting of | Proposed by Issuer or Security Holder Issuer |
|-------------|----------------------------------|---|---|

limited
partners,
respectively.

| Company Name | Meeting Date | CUSIP | Ticker |
|-----------------------|-----------------------------------|-----------|--------|
| Targa Resources, Inc. | CONSENT SOLICITATION/TENDER OFFER | 87611UAC5 | N/A |

| Vote | For/Against Management | Proposal | Proposed by Issuer or Security Holder |
|------|------------------------|--|---------------------------------------|
| For | For | <p>1. Tender offer to purchase from holders all of the 8.50% Senior Notes due 11/01/13 and solicitation of consent to certain proposed amendments to indenture.</p> <p>Terms: \$1,013.75 per 1,000 par, plus accrued interest. Also, there is a consent payment of \$30.00 per 1,000 par. All who tender must consent and all who consent must tender.</p> | Issuer |

| Company Name | Meeting Date | CUSIP | Ticker |
|--------------------------|--------------|-----------|--------|
| Williams Companies, Inc. | TENDER OFFER | 969457AW0 | N/A |

Vote Proposal

| | For/Against Management | | Proposed by Issuer or Security Holder Issuer |
|-----|---------------------------|---|---|
| For | For | 1. Tender offer to purchase from holders of all the Williams Companies, Inc.'s 7.625% Senior Notes due 7/15/19 and consent solicitation to amend certain provisions of indenture. Terms: \$1,170.00 (which includes a \$2.50 consent payment) per 1,000 par, plus accrued interest. All who tender must consent and all who consent must tender. Also, there is an early tender premium of \$30.00 per 1,000 par, but only for those who tender by 2/1/10, although the final tender deadline is not until 2/16/10. | |

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 16, 2010

By: /s/ David J. Schulte
David J. Schulte
President and Chief Executive
Officer