

KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC.
 Form 4
 May 02, 2014

FORM 4

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

OMB APPROVAL

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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 *
 AMERICAN INTERNATIONAL GROUP INC

(Last) (First) (Middle)

175 WATER STREET

(Street)

NEW YORK, NY 10038

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC. [KMF]

3. Date of Earliest Transaction (Month/Day/Year)
 04/30/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See General Remarks

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	or (D)	Price			
3.46% Series E Senior Unsecured Notes due July 30, 2021	04/30/2014		P		15,000,000	A	\$ 15,000,000	\$ 44,000,000	I	Held through subsidiaries (1) (2)
Series C Mandatory Redeemable Preferred Shares	04/30/2014		P		1,200,000	A	\$ 25	1,200,000	I	Held through subsidiaries (3)

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by merger to SunAmerica Annuity and Life Assurance Company), an indirectly wholly owned subsidiary of AIG, directly holds \$9,000,000 principal amount of the Issuer's 4.62% Series B Senior Unsecured Notes due March 3, 2018. AIG is an indirect beneficial owner of such senior debt securities.

The Series C Mandatory Redeemable Preferred Shares are held directly by American General Life Insurance Company, American Home Assurance Company and United Guaranty Mortgage Insurance Company, each an indirectly wholly owned subsidiary of AIG.

- (3) As previously reported, the Issuer's Series B Mandatory Redeemable Preferred Shares are held directly by The Variable Annuity Life Insurance Company, an indirectly wholly owned subsidiary of AIG. AIG is an indirect beneficial owner of the Series C Mandatory Redeemable Preferred Shares and the Series B Mandatory Redeemable Preferred Shares.

Remarks:

Filed pursuant to Section 30(h) of the Investment Company Act of 1940. The referenced securities are senior debt securities a

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