

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☒ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>PRUDENTIAL FINANCIAL INC</u> (Last) (First) (Middle) <u>751 BROAD ST</u> (Street) <u>NEWARK</u> <u>NJ</u> <u>07102</u> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>ClearBridge MLP & Midstream Fund Inc. [CEM]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/09/2024</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ☒ 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person ☒ Form filed by More than One Reporting Person		
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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	(A) or (D)	Price			
Series I Mandatory Redeemable Preferred Stock (CEM) ⁽¹⁾	09/09/2024		J		160 ⁽²⁾	D	\$100,000	0	I ⁽³⁾	By The Prudential Insurance Company of America, a wholly-owned subsidiary of the Reporting Person
Series M Mandatory Redeemable Preferred Stock (CEM) ⁽¹⁾	09/09/2024		J		285,715 ⁽⁴⁾	D	\$35	0	I ⁽³⁾	By ThePrudentialInsuranceCompanyofAmerica,a wholly-ownedsubsidiaryof theReportingPerson

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person* <u>PRUDENTIAL FINANCIAL INC</u> (Last) (First) (Middle) <u>751 BROAD ST</u> (Street) <u>NEWARK</u> <u>NJ</u> <u>07102</u> (City) (State) (Zip)		
1. Name and Address of Reporting Person* <u>PRUDENTIAL INSURANCE CO OF AMERICA</u> (Last) (First) (Middle) <u>751 BROAD STREET</u> (Street) <u>NEWARK</u> <u>NJ</u> <u>07102</u>		

(City)	(State)	(Zip)
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Explanation of Responses:

1. Share exchange made in connection with the merger of (i) ClearBridge MLP and Midstream Total Return Inc. (CTR) and (ii) ClearBridge MLP and Midstream Fund, Inc. (CEM) with and into (iii) ClearBridge Energy Midstream Opportunity Fund (EMO), effective September 9, 2024. See separate Form 4 filings for CTR and EMO.
2. CEM Series I shares exchanged for EMO Series N Mandatory Redeemable Preferred Stock.
3. Mandatory Redeemable Preferred Stock owned directly by The Prudential Insurance Company of America, a ten percent owner of a class, and indirectly owned by Prudential Financial, Inc., its parent holding company.
4. CEM Series M shares exchanged for EMO Series R Mandatory Redeemable Preferred Stock

[Prudential Financial, Inc., By: /s/](#)
[Richard Baker, Second Vice](#) [09/11/2024](#)
[President](#)

[The Prudential Insurance Company](#)
[of America, By: /s/ Brian Lemons,](#) [09/11/2024](#)
[Vice President](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* 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).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
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 Number.