Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form 4

MASSMUTUAL CORPORATE INVESTORS

Form 4

November 19, 2007

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

OMB

Check this box

3235-0287 Number:

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 5 obligations may continue.

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

SECURITIES

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MASSACHUSETTS MUTUAL LIFE INSURANCE CO

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MASSMUTUAL CORPORATE **INVESTORS [MCI]**

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner Officer (give title __X_ Other (specify

1295 STATE STREET

(Month/Day/Year) 11/15/2007

below) Sec 30(h) 10% Debt Holder

(Street)

4. If Amendment, Date Original

(Instr. 8)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

6. Individual or Joint/Group Filing(Check

Person

below)

SPRINGFIELD, MA 0111

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Senior Fixed Rate Convertible Note due 11/15/2017	<u>(1)</u> <u>(2)</u>	11/15/2007	11/15/2007	J		980,071.87		(3)	<u>(4)</u>	MMCI (5)	980,071

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MASSACHUSETTS MUTUAL LIFE INSURANCE CO 1295 STATE STREET SPRINGFIELD, MA 0111

Sec 30(h) 10% Debt Holder

Signatures

By: Richard F. Buckley, Jr. Vice President & Assistant General
Counsel

11/19/2007

**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) Market

On November 15, 2007, MassMutual Corporate Investors (the ?Trust?) issued to Massachusetts Mutual Life Insurance Company (?MassMutual?) an amended and restated Senior Fixed Rate Convertible Note (the "Note") in the principal amount of \$30,000,000 and due on November 15, 2017. MassMutual, at its option, can convert the principal amount of the Note into the Trust?s common shares. The

- dollar amount of principal would be converted into an equivalent dollar amount of the Trust?s common shares based upon the average price of the common shares for ten business days prior to MassMutual?s notice of conversion. The Note replaced the Trust?s \$20,000,000 Senior Convertible Fixed Rate Note held by MassMutual. Babson Capital Management LLC, the Trust?s investment adviser, and Cornerstone Real Estate Advisers LLC (?Cornerstone?) are both wholly-owned indirect subsidiaries of MassMutual. As of November 15, 2007, Cornerstone was the beneficial owner of 27,009 shares of the Trust?s common stock.
- (3) N/A
- **(4)** 11/15/2017
- (5) Issuer's Common

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.

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