## Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form 4

## MASSMUTUAL CORPORATE INVESTORS

Form 4

Shares of

Beneficial

November 13, 2008

November 13	, 2008											
FORM	4 UNITED ST	TATES SECUR	ITIES A	ND EXC	СНА	NGE C	OMMISSION	_	APPROVAL			
Ch1- 41-	- h	Was	hington,	D.C. 20	549			Number:	3235-0287			
Check this if no longe	er							Expires:	January 31, 2005			
subject to	STATEME	INT OF CHAN	F CHANGES IN BENEFICIAL OWN SECURITIES						d average			
Section 16 Form 4 or								burden h response	•			
Form 5	Filed pursua	ant to Section 16	5(a) of the	Securiti	ies E	xchange	e Act of 1934,	тооролюс	0.0			
obligation may conti		of the Public Ut	•	_				n				
See Instru		30(h) of the Inv	vestment	Compan	у Ас	t of 194	0					
1(b).												
(Print or Type R	esponses)											
1. Name and Ac	- <b>2.</b> 155 <b>0.6</b> 1	2. Issuer Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer						
MASSACHU LIFE INSUR	Dymoor .	MITTII AI	CORRO	ר ג מי	TE	Issuei						
En En Ger			MASSMUTUAL CORPORATE INVESTORS [MCI]					(Check all applicable)				
(Last)	(First) (Mide	ddle) 3. Date of	Earliest Tra	ansaction			Director		0% Owner			
1295 STATE	CTDEET	(Month/D	•				below)	title _X_ o below)	Other (specify			
1293 STATE	E SIREEI	11/12/20	800					See Footer				
	(Street)		ndment, Dat	_			6. Individual or Jo	oint/Group F	iling(Check			
		Filed(Mon	th/Day/Year)	1			Applicable Line) Form filed by 0	One Reporting	Person			
SPRINGFIE	LD, MA 01111						_X_ Form filed by Person	More than One	Reporting			
(City)	(State) (Zij	ip) Table	e I - Non-D	erivative S	Secur	ities Acq	uired, Disposed o	f, or Benefic	ially Owned			
1.Title of	2. Transaction Date		3. 4. Securities Acquired				5. Amount of	6.	7. Nature of			
Security (Instr. 3)	•	Execution Date, if any	on Date, if Transaction(A) or Disp Code (Instr. 3, 4				Securities Beneficially	Ownership Form:	Indirect Beneficial			
(,		(Month/Day/Year)					Owned	Direct (D)	Ownership			
							Following Reported	or Indirect (I)	(Instr. 4)			
					(A)		Transaction(s)	(Instr. 4)				
			Code V	Amount		Price	(Instr. 3 and 4)					
Shares of						Φ.			By Babson			
Beneficial Interest	11/12/2008		P	1,700	A	\$ 22.05	82,823	I (2) (3)	Capital			
("Common	11/12/2008		1	1,700	А	(1)	02,023	1 (1)	Management			
Shares")						_			LLC			
Senior												
Fixed Rate												
Convertible							1	D (4)				
Note Due 11/15/2017												
11/13/2017												

27,009

I

By

Cornerstone

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Real Estate Interest ("Common Advisers LLC (5) Shares")

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.

See Footer

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)	4. Transaction Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3,			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	ant of rlying rities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address Other

10% Owner Officer Director MASSACHUSETTS MUTUAL LIFE INSURANCE CO

1295 STATE STREET SPRINGFIELD, MA 01111

BABSON CAPITAL MANAGEMENT LLC Advisor the to 1500 MAIN STREET Issuer SPRINGFIELD, MA 01115

**Signatures** 

By: /s/ Janice Bishop, Assistant Vice 11/13/2008 President

> \*\*Signature of Reporting Person Date

By: /s/ Ruth Howe, Managing Director 11/13/2008

> \*\*Signature of Reporting Person Date

Reporting Owners 2

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# **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) Represents average price. Actual purchase prices ranged from \$22.79 to \$23.05. Babson Capital undertakes to provide full information upon request.
- (2) Purchased pursuant to Rule 10b5-1 Plan for Babson Capital, the investment adviser to Issuer and wholly-owned indirect subsidiary of MassMutual.
- The inclusion of the Babson Capital held securities of the Issuer shall not be construed as an admission that MassMutual or Cornerstone

  (3) Real Estate Advisers LLC ("Cornerstone") is for the purpose of Section 16 of the Securities Exchange Act of 1934, the direct or indirect beneficial owner of any of the securities of the Issuer beneficially owned by Babson Capital.
- (4) Note held by MassMutual that is convertible based on average price of Issuer's common shares ten days prior to exercise.
- (5) Cornerstone is a wholly-owned indirect subsidiary of MassMutual.

#### **Remarks:**

This a joint filing made on behalf of Massachusetts Mutual Life Insurance Company ("MassMutual") and Babson Capital Mar 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.