Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form 4

MASSMUTUAL CORPORATE INVESTORS

Form 4

September 16, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CRANDALL ROGER W

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MASSMUTUAL CORPORATE **INVESTORS [MCI]**

(Check all applicable)

Chairman

(Month/Day/Year) 09/15/2005

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

BABSON CAPITAL MANAGEMENT LLC, 1500 MAIN

(Street)

(First)

STREET

(Last)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

SPRINGFIELD, MA 01115

(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) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

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

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(9-02)

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

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1. Title of Derivative Security (Instr. 3)	or Exercise	Execution Date, if any	4. Transacti Code (Instr. 8)	Derivative	6. Date Exer Expiration I (Month/Day	Date	7. Title an of Underly Securities (Instr. 3 a		8. F Der Sec (Ins	
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
MassMutual Non-Qualified Thrift Plan	\$ 0	09/15/2005		A	21.4	<u>(1)</u>	<u>(1)</u>	Capital Stock	21.4	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CRANDALL ROGER W BABSON CAPITAL MANAGEMENT LLC 1500 MAIN STREET SPRINGFIELD, MA 01115

Chairman

Signatures

By: Rosemary Baker as Attorney-in-fact for

09/16/2005

**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) Exercisable only upon termination or retirement, however, holdings may be liquidated and invested into other investment options at each month. The derivative has no actual securities underlying the agreement, which is entirely notional.

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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