

MEYER FREDERICK  
Form 4  
July 28, 2008

**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 \*  
MEYER FREDERICK

2. Issuer Name and Ticker or Trading Symbol  
WESTWOOD HOLDINGS GROUP  
INC [WHG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
100 CRESCENT COURT, STE 700  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/23/2008

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

DALLAS, TX 75201  
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
common stock	07/23/2008		A	1,500 A \$ 0	30,093 <sup>(1)</sup>	D	

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

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SEC 1474  
(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)	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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEYER FREDERICK 100 CRESCENT COURT STE 700 DALLAS, TX 75201		X		

## Signatures

William R. Hardcastle, Jr. as attorney  
in fact

07/28/2008

\*\*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) In addition, 10,000 shares are held indirectly through family partnership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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	6,432,900
New Jersey, Transportation/Tolls Revenue, Garden State Parkway Project, Prerefunded, 5.6%, 1/1/2017 (a)	8,000,000
	8,711,600
	<b>52,229,276</b>

**New York 16.9%**

Nassau County, NY, Hospital & Healthcare, 6.0%, 8/1/2015 (a)

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	3,390,000
	3,749,882
New York, State Agency General Obligation Lease, Higher Education Revenue, Dormitory Authority, Bronx-Lebanon, Hospital Center, Series E, 5.2%, 2/15/2016	
	1,770,000
	1,833,224
New York, State Agency General Obligation Lease, Higher Education Revenue, Dormitory Authority, City University, Series A, 5.625%, 7/1/2016	
	1,500,000
	1,678,785
New York, State Agency General Obligation Lease, Higher Education Revenue, Dormitory Authority, Jamaica Hospital, Series F, 5.2%, 2/15/2016	
	1,000,000
	1,035,720
New York, State General Obligation, Tobacco Settlement Financing Corp.:	
Series A-1, 5.25%, 6/1/2022 (a)	
	10,000,000
	10,646,600
Series A-1, 5.5%, 6/1/2019	
	1,900,000
	2,070,943
Series C-1, 5.5%, 6/1/2019	
	5,500,000
	5,994,835
New York, Transportation/Tolls Revenue:	
Prerefunded, 5.625%, 4/1/2013 (a)	
	5,000,000
	5,396,600
Prerefunded, 5.75%, 4/1/2014 (a)	

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	2,000,000
	2,166,460
New York City, NY, Municipal Water Finance Authority, Water & Sewer System Revenue, Series C, 5.0%, 6/15/2027 (a)	
	6,575,000
	6,850,953
New York City, NY, Transitional Finance Authority, Series A-1, 5.0%, 11/1/2016	
	5,000,000
	5,395,300
New York, NY, Core City General Obligation:	
Series F, 5.25%, 8/1/2015 (a)	
	10,380,000
	10,842,741
Series F, 5.25% 8/1/2015	
	5,000,000
	5,326,600
New York, NY, General Obligation:	
Series G, 5.0%, 12/1/2023	
	2,000,000
	2,065,120
Series D, 5.0%, 11/1/2024	
	7,500,000
	7,725,450
New York, NY, Sales & Special Tax Revenue, Transitional Finance Authority:	
Series B, Prerefunded, 6.125%, 11/15/2014	

Explanation of Responses:

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	1,645,000
	1,840,212
Series B, 6.125%, 11/15/2014	
	355,000
	397,128
Series B, Prerefunded, 6.125%, 11/15/2015	
	3,000,000
	3,356,010
Niagara Falls, NY, School District General Obligation, 5.6%, 6/15/2014 (a)	
	1,180,000
	1,333,577
	<b>79,706,140</b>
<b>North Carolina 1.7%</b>	
Charlotte, NC, Airport Revenue, AMT:	
Series B, 5.75%, 7/1/2013 (a)	
	2,480,000
	2,651,517
Series B, 5.875%, 7/1/2014 (a)	
	1,140,000
	1,223,562
North Carolina, Electric Revenue, Municipal Power Agency:	
Series C, 5.375%, 1/1/2017	
	1,000,000
	1,058,450
Series B, 6.375%, 1/1/2013	
	3,000,000

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3,282,630

**8,216,159**

**North Dakota 0.8%**

Grand Forks, ND, Hospital & Healthcare Revenue, Altru Health Care System, 7.125%, 8/15/2024

3,400,000

**3,719,056**

**Ohio 1.9%**

Green Springs, OH, Senior Care Revenue, St. Francis Health Care Center Project, Series A, 7.125%, 5/15/2025

6,000,000

5,298,600

Ohio, Higher Education Revenue, University of Findlay Project:

6.125%, 9/1/2016

2,000,000

2,031,580

6.15%, 9/1/2011

1,635,000

1,665,771

**8,995,951**

**Oregon 3.3%**

Oregon, Other Revenue Lease, Department of Administrative Services:

Series A, 5.5%, 5/1/2010 (a)

2,245,000

2,334,463

Series A, 5.6%, 5/1/2011 (a)

2,120,000

2,207,408

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Oregon, State General Obligation Lease, Department of Administrative Services, Series A, Prerefunded, 6.25%, 5/1/2017 (a)	1,000,000
	1,120,160
Oregon, State Revenue Lease, Department of Administrative Services, Series A, Prerefunded, 6.25%, 5/1/2018 (a)	1,000,000
	1,120,160
Portland, OR, Special Assessment Revenue, Downtown Waterfront:	
Series A, 5.625%, 6/15/2015 (a)	3,100,000
	3,386,223
Series A, 5.75%, 6/15/2018 (a)	2,225,000
	2,438,266
Series A, 5.75%, 6/15/2019 (a)	2,820,000
	3,090,297
	<b>15,696,977</b>
<b>Pennsylvania 3.2%</b>	
Pennsylvania, Hospital & Healthcare Revenue, Economic Development Financing Authority, UPMC Health System, Series A, 6.0%, 1/15/2031	2,570,000
	2,785,238
Pennsylvania, State General Obligation, 5.0%, 1/1/2017	3,620,000
	3,902,034
Pennsylvania, State University, University & College Improvement Revenue, 5.0%, 9/1/2029	500,000
	518,925
Philadelphia, PA, Gas Works Revenue, Series A-1, 5.0%, 9/1/2029 (a)	

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	5,000,000
	5,133,350
Philadelphia, PA, Hospitals & Higher Education Facilities Authority Revenue, Childrens Hospital of Philadelphia, Series A, 2.98%*, 2/15/2021	
	100,000
	100,000
Philadelphia, PA, Municipal Authority Revenue, Series B, 5.25%, 11/15/2018 (a)	
	2,500,000
	2,659,450
	<b>15,098,997</b>
<b>Rhode Island 0.9%</b>	
Rhode Island, Special Assessment Revenue, Series A, 6.125%, 6/1/2032	
	4,000,000
	<b>4,138,440</b>
<b>South Carolina 2.6%</b>	
Greenwood County, SC, Hospital & Healthcare Revenue, South Carolina Memorial Hospital, 5.5%, 10/1/2031	
	1,500,000
	1,553,175
South Carolina, Hospital & Healthcare Revenue, Jobs Economic Development Authority, Palmetto Health Alliance:	
Series C, 7.0%, 8/1/2030	
	5,420,000
	6,280,696
Series A, Prerefunded, 7.375%, 12/15/2021	
	2,000,000
	2,372,420
South Carolina, Tobacco Settlement Revenue Management Authority, Series B, 6.0%, 5/15/2022	
	2,000,000
	2,071,800
	<b>12,278,091</b>

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**Tennessee 2.8%**

Memphis-Shelby County, TN, Airport Revenue, AMT, Series D, 6.25%, 3/1/2017 (a)

4,690,000

5,108,442

Shelby County, TN, Health Educational & Housing Facility Board, Hospital Revenue, Methodist Health Care:

EMT, 6.5%, 9/1/2026

2,615,000

3,045,063

Prerefunded, 6.5%, 9/1/2026

4,385,000

5,106,157

**13,259,662**

**Texas 16.8%**

Austin, TX, Sales & Special Tax Revenue, Hotel Occupancy Tax:

6.0%, 11/15/2013 (a)

3,190,000

3,481,725

6.0%, 11/15/2015 (a)

3,480,000

3,798,246

6.0%, 11/15/2016 (a)

3,625,000

3,956,506

Brazos River, TX, Pollution Control Revenue, Brazos River Authority, Texas Utilities Electric Co. Project, AMT, Series C, 5.75%\*, 5/1/2036

3,965,000

4,219,038

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Dallas-Fort Worth, TX, Airport Revenue, International Airport, AMT, Series A, 5.875%, 11/1/2016 (a)

6,500,000

7,052,760

El Paso, TX, State General Obligation:

5.875%, 8/15/2012 (a)

1,000,000

1,042,290

5.875%, 8/15/2013 (a)

1,570,000

1,636,395

5.875%, 8/15/2014 (a)

1,665,000

1,735,413

Harris County, TX, Health Facilities Development Corp. Revenue, The Methodist System, Series B, 3.0%\*, 12/1/2032

500,000

500,000

Harris County, TX, Hospital & Healthcare Revenue, Health Facilities Development Corp., Memorial Hermann Healthcare Systems, Series A, 6.375%, 6/1/2029

5,500,000

6,240,520

Houston, TX, Airport Revenue, People Mover Project, AMT, Series A, 5.5%, 7/15/2017 (a)

3,300,000

3,376,659

Houston, TX, Port Authority Revenue, Airport Revenue, AMT, Series A, 5.875%, 7/1/2014 (a)

3,960,000

4,269,870

Red River, TX, School District Revenue Lease, St. Mark's School Project, 6.0%, 8/15/2019

5,390,000

5,795,813

Explanation of Responses:

10

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Socorro, TX, Independent School District, 5.0%, 8/15/2025

5,135,000

5,345,073

Tarrant County, TX, Hospital & Healthcare Revenue, Health Facilities Development Corp., 6.7%, 11/15/2030

4,500,000

5,140,575

Texas, Industrial Development Revenue, Waste Disposal Authority, AMT, Series A, 6.1%, 8/1/2024

2,000,000

2,123,880

Texas, State General Obligation, College Student Loans, AMT, 5.0%, 8/1/2021

4,015,000

4,020,621

Texas, State Turnpike Authority, Dallas Northway Revenue, 5.5%, 1/1/2015 (a)

14,605,000

15,472,683

**79,208,067**

### Utah 0.0%

Utah, Single Family Housing Revenue, Housing Finance Agency, AMT, Series B2, 6.65%, 7/1/2026

20,000

**20,041**

### Washington 5.8%

Seattle, WA, Airport Revenue, AMT, Series B, 6.0%, 2/1/2013 (a)

7,355,000

8,151,399

Seattle, WA, Special Assessment Revenue, AMT:

Series B, 5.5%, 9/1/2011 (a)

1,085,000

1,158,086

Explanation of Responses:

11

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Series B, 5.75%, 9/1/2013 (a)	1,045,000
	1,124,368
Skagit County, WA, School District General Obligation, School District No. 1, Burlington Edison, 5.625%, 12/1/2014 (a)	1,570,000
	1,719,715
Snohomish County, WA, Electric Revenue, Public Utility District No. 1, 5.375%, 12/1/2024 (a)	3,000,000
	3,239,760
Washington, Electric Revenue, Energy Northwest Columbia Generating, Series B, 6.0%, 7/1/2018 (a)	3,000,000
	3,361,770
Washington, Hospital & Healthcare Revenue, Group Health Coop of Puget Sound, 5.375%, 12/1/2017 (a)	1,500,000
	1,601,880
Washington, State General Obligation:	
Series A, 5.5%, 7/1/2013	2,000,000
	2,138,160
Series A, 5.5%, 7/1/2016	4,835,000
	5,169,002
	<b>27,664,140</b>

### **West Virginia 4.5%**

West Virginia, Hospital & Healthcare Revenue, Hospital Finance Authority, Charleston Medical Center:

Series A, 6.75%, 9/1/2022

Explanation of Responses:

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	2,355,000
	2,588,239
6.75%, 9/1/2030	
	395,000
	430,064
West Virginia, Hospital Finance Authority, Charleston Medical Center:	
Prerefunded, 6.75%, 9/1/2022	
	9,645,000
	11,035,230
Prerefunded, 6.75%	
	3,605,000
	4,124,625
West Virginia, Water & Sewer Revenue, Water Development Authority, Series B, 5.25%, 11/1/2023 (a)	
	2,740,000
	2,970,051
	<b>21,148,209</b>
<b>Wisconsin 2.3%</b>	
Badger, WI, Tobacco Asset Securitization Corp., 6.125%, 6/1/2027	
	4,390,000
	4,607,919
Wisconsin, Hospital & Healthcare Revenue, Health & Education Facilities Authority, Aurora Health Care, Inc., Series A, 5.6%, 2/15/2029	
	6,000,000
	6,133,020
	<b>10,740,939</b>

	% of Net Assets	Value (\$)
<b>Total Investment Portfolio</b> (Cost \$675,241,425)+	153.7	<b>725,950,912</b>
<b>Other Assets and Liabilities, Net</b>	2.4	<b>11,399,367</b>
<b>Preferred Stock, at Redemption Value</b>	(56.1)	<b>(265,000,000)</b>
<b>Net Assets Applicable to Common Shareholders</b>	100.0	<b>472,350,279</b>

Explanation of Responses:

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\* Variable rate demand notes are securities whose interest rates are reset periodically at market levels. These securities are often payable on demand and are shown at their current rates as of November 30, 2005.

+ The cost for federal income tax purposes was \$674,891,371. At November 30, 2005, net unrealized appreciation for all securities based on tax cost was \$51,059,541. This consisted of aggregate gross unrealized appreciation for all securities in which there was an excess of value over tax cost of \$53,086,243 and aggregate gross unrealized depreciation for all securities in which there was an excess of tax cost over value of \$2,026,702.

(a) Bond is insured by one of these companies:

	As a % of Total Investment Portfolio
<b>Insurance Coverage</b>	
Ambac Financial Group	16.7
Financial Guaranty Insurance Company	11.7
Financial Security Assurance Inc.	16.1
MBIA Corp.	14.0

(b) Security incorporates a letter of credit from a major bank.

AMT: Subject to alternative minimum tax.

ETM: Bonds bearing the description ETM (escrowed to maturity) are collateralized by US Treasury securities which are held in escrow and used to pay principal and interest on bonds so designated.

Prerefunded: Bonds which are prerefunded are collateralized by US Treasury securities which are held in escrow and are used to pay principal and interest on tax-exempt issues and to retire the bonds in full at the earliest refunding date.

*The accompanying notes are an integral part of the financial statements.*

## Financial Statements

### Statement of Assets and Liabilities as of November 30, 2005

Assets	
Investments in securities, at value (cost \$675,241,425)	\$ 725,950,912
Receivable for investments sold	6,419,750
Interest receivable	12,568,974
Other assets	18,540
<b>Total assets</b>	<b>744,958,176</b>
Liabilities	
Due to custodian bank	2,604,935
Payable for investments purchased	3,916,949
Dividends payable	270,827
Accrued management fee	335,407
Other accrued expenses and payables	479,779
<b>Total liabilities</b>	<b>7,607,897</b>
<b>Remarketed preferred shares, at redemption value</b>	<b>265,000,000</b>
<b>Net assets applicable to common shareholders</b>	<b>\$ 472,350,279</b>
Net Assets	
Net assets applicable to common shareholders consist of:	
Distributions in excess of net investment income	(67,064)
Net unrealized appreciation (depreciation) on investments	50,709,487
Accumulated net realized gain (loss)	(5,704,642)
Paid-in capital	427,412,498
<b>Net assets applicable to common shareholders</b>	<b>\$ 472,350,279</b>
Net Asset Value	
<b>Net Asset Value</b> per common share (\$472,350,279 ÷ 38,919,429 outstanding shares of beneficial interest, \$.01 par value, unlimited number of shares authorized)	<b>\$ 12.14</b>

*The accompanying notes are an integral part of the financial statements.*

<b>Statement of Operations for the year ended November 30, 2005</b>	
<b>Investment Income</b>	
Income:	
Interest	\$ 39,114,820
Expenses:	
Management fee	4,113,360
Services to shareholders	78,893
Custodian fees	22,483
Auditing	53,875
Legal	30,801
Trustees' fees and expenses	35,058
Reports to shareholders	200,008
Remarketing agent fee	579,473
Stock exchange listing fees	35,432
Other	185,017
Total expenses, before expense reductions	5,334,400
Expense reductions	(2,875)
Total expenses, after expense reductions	5,331,525
<b>Net investment income</b>	<b>33,783,295</b>
<b>Realized and Unrealized Gain (Loss) on Investment Transactions</b>	
Net realized gain (loss) from investments	1,509,984
Net unrealized appreciation (depreciation) during the period on investments	(8,263,600)
<b>Net gain (loss) on investment transactions</b>	<b>(6,753,616)</b>
<b>Dividends on remarketed preferred shares</b>	<b>(6,445,486)</b>
<b>Net increase (decrease) in net assets resulting from operations</b>	<b>\$ 20,584,193</b>

The accompanying notes are an integral part of the financial statements.

<b>Statement of Changes in Net Assets</b>		
<b>Increase (Decrease) in Net Assets</b>	<b>Years Ended November 30,</b>	
	<b>2005</b>	<b>2004</b>
Operations:		
Net investment income	\$ 33,783,295	\$ 34,687,112
Net realized gain (loss) on investment transactions	1,509,984	3,351,025
Net unrealized appreciation (depreciation) during the period on investment transactions	(8,263,600)	(10,049,752)
Dividends on remarketed preferred shares	(6,445,486)	(3,295,705)
<b>Net increase (decrease) in net assets resulting from operations</b>	<b>20,584,193</b>	<b>24,692,680</b>
Distributions to common shareholders from:		
Net investment income	(31,467,994)	(31,454,429)
Fund share transactions:		
Net proceeds from shares issued to common shareholders in reinvestment of distributions	1,067,843	
<b>Net increase (decrease) in net assets from Fund share transactions</b>	<b>1,067,843</b>	
<b>Increase (decrease) in net assets</b>	<b>(9,815,958)</b>	<b>(6,761,749)</b>
Net assets at beginning of period	482,166,237	488,927,986
Net assets at end of period (including distributions in excess of net investment income and undistributed net investment income of \$67,064 and \$4,224,233, respectively)	<b>\$ 472,350,279</b>	<b>\$ 482,166,237</b>
<b>Other Information</b>		
Common shares outstanding at beginning of period	38,832,628	38,832,628
Shares issued to common shareholders in reinvestment of distributions	86,801	
Common shares outstanding at end of period	38,919,429	38,832,628

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The accompanying notes are an integral part of the financial statements.

**Financial Highlights**

Years Ended November 30,	2005	2004	2003	2002 <sup>a</sup>	2001 <sup>b</sup>
<b>Selected Per Share Data</b>					
Net asset value, beginning of period	\$ 12.42	\$ 12.59	\$ 12.18	\$ 11.87	\$ 11.30
<i>Income (loss) from investment operations:</i>					
Net investment income <sup>c</sup>	.87	.89	.92	.91	.91
Net realized and unrealized gain (loss) on investment transactions	(.17)	(.16)	.36	.22	.59
<i>Dividends on remarketed preferred shares (common share equivalent):</i>					
From net investment income	(.17)	(.09)	(.07)	(.10)	(.21)
<b>Total from investment operations</b>	<b>.53</b>	<b>.64</b>	<b>1.21</b>	<b>1.03</b>	<b>1.29</b>
<i>Less distributions from:</i>					
Net investment income to common shareholders	(.81)	(.81)	(.79)	(.72)	(.72)
Net realized gains on investment transactions to common shareholders			(.01)		
<b>Total distributions to common shareholders</b>	<b>(.81)</b>	<b>(.81)</b>	<b>(.80)</b>	<b>(.72)</b>	<b>(.72)</b>
<b>Net asset value, end of period</b>	<b>\$ 12.14</b>	<b>\$ 12.42</b>	<b>\$ 12.59</b>	<b>\$ 12.18</b>	<b>\$ 11.87</b>
<b>Market value, end of period</b>	<b>\$ 12.40</b>	<b>\$ 12.03</b>	<b>\$ 11.96</b>	<b>\$ 11.06</b>	<b>\$ 11.37</b>
<b>Total Return</b>					
Based on net asset value (%) <sup>d</sup>	4.45	5.50	10.53	9.36	11.93
Based on market value (%) <sup>d</sup>	10.15	7.57	15.63	3.76	18.10

Years Ended November 30,	2005	2004	2003	2002 <sup>a</sup>	2001 <sup>b</sup>
<b>Ratios to Average Net Assets and Supplemental Data</b>					
Net assets, end of period (\$ millions)	472	482	489	473	461
Ratio of expenses (%) (based on net assets of common shares)	1.10	1.06	1.05	1.07	1.09
Ratio of expenses (%) (based on net assets of common and remarketed preferred shares)	.71	.68	.68	.69	.69
Ratio of net investment income (%) (based on net assets of common shares)	7.00	7.15	7.35	7.51	7.72
Ratio of net investment income (%) (based on net assets of common and remarketed preferred shares)	4.52	4.62	4.75	4.80	4.90
Portfolio turnover rate (%)	16	25	7	7	10
Remarketed preferred shares information at end of period:					
Aggregate amount outstanding (\$ millions)	265	265	265	265	265
Asset coverage per share (\$) <sup>e</sup>	13,912	14,097	14,225	13,900	13,700
Liquidation and market value per share (\$)	5,000	5,000	5,000	5,000	5,000

<sup>a</sup> As required, effective December 1, 2001, the Fund has adopted the provisions of the AICPA Audit and Accounting Guide for Investment Companies and began accreting market discount on debt securities. The effect of this change for the year ended November 30, 2002 was to increase net investment income by an amount less than \$.005 and decrease net realized and unrealized gain (loss) per share by an amount less than \$.005. Per share data and ratios for periods prior to December 1, 2001 have not been restated to reflect this change in presentation.

<sup>b</sup> In 2001 the Fund changed its method of classifying remarketed preferred shares.

<sup>c</sup> Based on average common shares outstanding during the period.

<sup>d</sup> Total return based on net asset value reflects changes in the Fund's net asset value during the period. Total return based on market value reflects changes in market value. Each figure includes reinvestment of dividends. These figures will differ depending upon the level of any discount from or premium to net asset value at which the Fund's shares trade during the period.

<sup>e</sup> Asset coverage per share equals net assets of common shares plus the redemption value of the remarketed preferred shares divided by the total number of remarketed preferred shares outstanding at the end of the period.

## Notes to Financial Statements

### A. Significant Accounting Policies

Scudder Municipal Income Trust (the "Fund") is registered under the Investment Company Act of 1940, as amended (the "1940 Act"), as a closed-end, diversified management investment company organized as a Massachusetts business trust.

The Fund's financial statements are prepared in accordance with accounting principles generally accepted in the United States of America which require the use of management estimates. Actual results could differ from those estimates. The policies described below are followed consistently by the Fund in the preparation of its financial statements.

**Security Valuation.** Investments are stated at value determined as of the close of regular trading on the New York Stock Exchange on each day the exchange is open for trading. Debt securities are valued by independent pricing services approved by the Trustees of the Fund, whose valuations are intended to reflect the mean between the bid and asked prices. If the pricing services are unable to provide valuations, the securities are valued at the average of the means based on the most recent bid quotation and asked or evaluated price obtained from two broker-dealers. Such services may use various pricing techniques which take into account appropriate factors such as yield, quality, coupon rate, maturity, type of issue, trading characteristics and other data, as well as broker quotes.

Money market instruments purchased with an original or remaining maturity of sixty days or less, maturing at par, are valued at amortized cost.

Securities and other assets for which market quotations are not readily available or for which the above valuation procedures are deemed not to reflect fair value are valued in a manner that is intended to reflect their fair value as determined in accordance with procedures approved by the Trustees.

**Federal Income Taxes.** The Fund's policy is to comply with the requirements of the Internal Revenue Code, as amended, which are applicable to regulated investment companies, and to distribute all of its taxable and tax-exempt income to its shareholders. Accordingly, the Fund paid no federal income taxes and no federal income tax provision was required.

During the year ended November 30, 2005 the Fund utilized approximately \$1,483,000 of prior year capital loss carryforwards. At November 30, 2005, the Fund had a net tax basis capital loss carryforward of approximately \$5,746,000 which may be applied against any realized net taxable capital gains of each succeeding year until fully utilized or until November 30, 2007 (\$821,000), November 30, 2008 (\$3,602,000) and November 30, 2011 (\$1,323,000), the respective expiration dates, whichever occurs first.

**Distribution of Income and Gains.** Net investment income of the Fund is declared and distributed to shareholders monthly. Net realized gains from investment transactions, in excess of available capital loss carryforwards, would be taxable to the Fund if not distributed, and, therefore, will be distributed to shareholders at least annually.

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The timing and characterization of certain income and capital gains distributions are determined annually in accordance with federal tax regulations which may differ from accounting principles generally accepted in the United States of America. These differences primarily relate to certain securities sold at a loss and accretion of market discount on debt securities. As a result, net investment income (loss) and net realized gain (loss) on investment transactions for a reporting period may differ significantly from distributions during such period. Accordingly, the Fund may periodically make reclassifications among certain of its capital accounts without impacting the net asset value of the Fund.

At November 30, 2005, the Fund's components of distributable earnings (accumulated losses) on a tax-basis were as follows:

Undistributed tax-exempt income	\$ 238,722
Capital loss carryforwards	\$ (5,746,000)
Net unrealized appreciation (depreciation) on investments	\$ 51,059,541

In addition, the tax character of distributions paid to shareholders by the Fund is summarized as follows:

	Years Ended November 30,	
	2005	2004
Distributions from ordinary income*	\$	\$ 239,756
Distributions from tax-exempt income	\$ 37,913,480	\$ 34,510,378

\* For tax purposes, short-term capital gains distributions are considered ordinary taxable income distributions.

**Remarketed Preferred Shares.** The Fund has issued and outstanding 10,800 Series A, 10,700 Series B, 10,800 Series C, 10,700 Series D and 10,000 Series E remarketed preferred shares, each at a liquidation value of \$5,000 per share. The preferred shares are senior to and have certain class specific preferences over the common shares. The dividend rate on each series is set by the remarketing agent, and the dividends are generally paid every 28 days. The remarketing agent will pay each broker-dealer a service charge from funds provided by the Fund (remarketing agent fee). The 1940 Act requires that the preferred shareholders of the Fund, voting as a separate class, have the right to: a) elect at least two trustees at all times, and b) elect a majority of the trustees at any time when dividends on the preferred shares are unpaid for two full years. Unless otherwise required by law or under the terms of the preferred shares designation statement, each preferred share is entitled to one vote and preferred shareholders will vote together with common shareholders as a single class and have the same voting rights.

**Contingencies.** In the normal course of business, the Fund may enter into contracts with service providers that contain general indemnification clauses. The Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet been made. However, based on experience, the Fund expects the risk of loss to be remote.

**Other.** Investment transactions are accounted for on a trade date plus one basis for daily net asset value calculations. However, for financial reporting purposes, investment transactions are reported on trade date. Interest income is recorded on the accrual basis. Realized gains and losses from investment transactions are recorded on an identified cost basis. All premiums and discounts are amortized/accreted for financial reporting purposes, with the exception of securities in default of principal.

### **B. Purchases and Sales of Securities**

During the year ended November 30, 2005, purchases and sales of investment securities (excluding short-term investments) aggregated \$115,575,635 and \$119,296,693, respectively.

### **C. Related Parties**

Explanation of Responses:

**Management Agreement.** Under the Management Agreement with Deutsche Investment Management Americas Inc. ("DeIM" or the "Advisor"), an indirect, wholly owned subsidiary of Deutsche Bank AG, the Advisor directs the investments of the Fund in accordance with its investment objectives, policies and restrictions. The Advisor determines the securities, instruments and other contracts relating to investments to be purchased, sold or entered into by the Fund. In addition to portfolio management services, the Advisor provides certain administrative services in accordance with the Management Agreement. The Fund pays a monthly investment management fee of 1/12 of the annual rate of 0.55% of the Fund's average weekly net assets, of common shares plus the value of remarketed preferred shares, at redemption value, computed and accrued daily and payable monthly.

**Service Provider Fees.** Scudder Investments Service Company ("SISC"), an affiliate of the Advisor, is the transfer agent, dividend-paying agent and shareholder service agent for the Fund. Pursuant to a sub-transfer agency agreement between SISC and DST Systems, Inc. ("DST"), SISC has delegated certain transfer agent and dividend paying agent functions to DST. SISC compensates DST out of the shareholder servicing fee it receives from the Fund. For the year ended November 30, 2005, the amount charged to the Fund by SISC aggregated \$29,165, of which \$5,282 is unpaid at November 30, 2005.

**Typesetting and Filing Service Fees.** Under an agreement with DeIM, the Advisor is compensated for providing typesetting and regulatory filing services to the Fund. For the year ended November 30, 2005, the amount charged to the Fund by DeIM included in the reports to shareholders aggregated \$8,800, of which \$4,400 is unpaid at November 30, 2005.

**Trustees' Fees and Expenses.** The Fund paid each Trustee not affiliated with the Advisor retainer fees plus specified amounts for attended board and committee meetings.

**Other Related Parties.** Deutsche Bank Trust Co. Americas, an affiliate of the Advisor, is the transfer agent for the preferred shares of the Fund. For the year ended November 30, 2005, the amount charged to the Fund by Deutsche Bank Trust Co. Americas aggregated \$31,000, all of which has been paid.

#### **D. Expense Reductions**

For the year ended November 30, 2005, the Advisor agreed to reimburse the Fund \$2,683, which represents a portion of the fee savings expected to be realized by the Advisor related to the outsourcing by the Advisor of certain administrative services to an unaffiliated service provider.

In addition, the Fund has entered into an arrangement with its custodian whereby credits realized as a result of uninvested cash balances are used to reduce a portion of the Fund's custodian expenses. During the year ended November 30, 2005, the Fund's custodian fees were reduced by \$192 for custody credits earned.

#### **E. Line of Credit**

The Fund and several other affiliated funds (the "Participants") share in a \$1.1 billion revolving credit facility administered by J.P. Morgan Chase Bank for temporary or emergency purposes. The Participants are charged an annual commitment fee which is allocated, based upon net assets, among each of the Participants. Interest is calculated at the Federal Funds Rate plus 0.5 percent. The Fund may borrow up to a maximum of 33 percent of its net assets under the agreement.

#### **F. Regulatory Matters and Litigation**

Since at least July 2003, federal, state and industry regulators have been conducting ongoing inquiries and investigations ("inquiries") into the mutual fund industry, and have requested information from numerous mutual fund companies, including Scudder Investments. The funds' advisors have been cooperating in connection with these inquiries and are in discussions with these regulators concerning proposed settlements. Publicity about mutual fund

practices arising from these industry-wide inquiries serves as the general basis of a number of private lawsuits against the Scudder funds. These lawsuits, which previously have been reported in the press, involve purported class action and derivative lawsuits, making various allegations and naming as defendants various persons, including certain Scudder funds, the funds' investment advisors and their affiliates, and certain individuals, including in some cases fund Trustees/Directors, officers, and other parties. Each Scudder fund's investment advisor has agreed to indemnify the applicable Scudder funds in connection with these lawsuits, or other lawsuits or regulatory actions that may be filed making allegations similar to these lawsuits regarding market timing, revenue sharing, fund valuation or other subjects arising from or related to the pending inquiries. It is not possible to determine with certainty what the outcome of these inquiries will be or what the effect, if any, would be on the funds or their advisors. Based on currently available information, however, the funds' investment advisors believe the likelihood that the pending lawsuits and any regulatory settlements will have a material adverse financial impact on a Scudder fund is remote and such actions are not likely to materially affect their ability to perform under their investment management agreements with the Scudder funds.

In connection with litigation or regulatory action related to possible improper market timing or other improper trading activity or possible improper marketing and sales activity in the Fund, the Fund's investment advisor has agreed, subject to applicable law and regulation, to indemnify and hold harmless the applicable Funds against any and all loss, damage, liability and expense, arising from market timing or marketing and sales matters alleged in any enforcement actions brought by governmental authorities involving or potentially affecting the Fund or the investment advisor ("Enforcement Actions") or that are the basis for private actions brought by shareholders of the Fund against the Fund, their directors and officers, the Fund's investment advisor and/or certain other parties ("Private Litigation"), or any proceedings or actions that may be threatened or commenced in the future by any person (including governmental authorities), arising from or similar to the matters alleged in the Enforcement Actions or Private Litigation. In recognition of its undertaking to indemnify the applicable Funds and in light of the rebuttable presumption generally afforded to independent directors/trustees of investment companies that they have not engaged in disabling conduct, the Fund's investment advisor has also agreed, subject to applicable law and regulation, to indemnify the applicable Funds' Independent Trustees against certain liabilities the Independent Trustees may incur from the matters alleged in any Enforcement Actions or Private Litigation or arising from or similar to the matters alleged in the Enforcement Actions or Private Litigation, and advance expenses that may be incurred by the Independent Trustees in connection with any Enforcement Actions or Private Litigation. The applicable investment advisor is not, however, required to provide indemnification and advancement of expenses: (1) with respect to any proceeding or action with respect to which the applicable Fund's Board determines that the Independent Trustee ultimately would not be entitled to indemnification or (2) for any liability of the Independent Trustee to the Fund or their shareholders to which the Independent Trustee would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the Independent Trustee's duties as a director or trustee of the Fund as determined in a final adjudication in such action or proceeding. The estimated amount of any expenses that may be advanced to the Independent Trustees or indemnity that may be payable under the indemnity agreements is currently unknown. These agreements by the Fund's investment advisor will survive the termination of the investment management agreements between the applicable investment advisor and the Fund.

#### **G. Subsequent Event**

Effective February 6, 2006, Scudder Investments will change its name to DWS Scudder and the Scudder funds will be renamed DWS funds. Scudder Municipal Income Trust will be renamed DWS Municipal Income Trust. The DWS Scudder name represents the alignment of Scudder with all of Deutsche Bank's mutual fund operations around the globe. The Web site for all Scudder funds will change to [www.dws-scudder.com](http://www.dws-scudder.com).

<b>Report of Independent Registered Public Accounting Firm</b>
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**To the Board of Trustees and Shareholders of  
Scudder Municipal Income Trust:**

We have audited the accompanying statement of assets and liabilities of Scudder Municipal Income Trust (the "Fund"), including the portfolio of investments, as of November 30, 2005, and the related statement of operations for the year then ended, the statement of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. We were not engaged to perform an audit of the Fund's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and financial highlights, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of November 30, 2005, by correspondence with the custodian and brokers or by other appropriate auditing procedures where replies from brokers were not received. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Scudder Municipal Income Trust at November 30, 2005, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended, in conformity with U.S. generally accepted accounting principles.

Boston, Massachusetts  
January 20, 2006

**Tax Information (Unaudited)**

Of the dividends paid from net investment income for the taxable year ended November 30, 2005, 100% are designated as exempt interest dividends for federal income tax purposes.

Please contact a tax advisor if you have questions about federal or state income tax laws, or on how to prepare your tax returns. If you have specific questions about your account, please call 1-800-294-4366.

**Dividend Reinvestment Plan**

**A. Participation**

We invite you to review the description of the Dividend Reinvestment Plan (the "Plan") which is available to you as a shareholder of Scudder Municipal Income Trust (the "Fund"). If you wish to participate and your shares are held in your own name, simply contact Scudder Investments Service Company, whose address and phone number are provided in Paragraph E, for the appropriate form. If your shares are held in the name of a brokerage firm, bank, or other nominee, you must instruct that nominee to re-register your shares in your name so that you may participate in the Plan, unless your nominee has made the Plan available on shares held by them. Shareholders who so elect will be deemed to have appointed UMB Bank, N.A. ("United Missouri Bank" or "UMB") as their agent and as agent for the

Fund under the Plan.

### **B. Dividend Investment Account**

The Fund's transfer agent and dividend disbursing agent or its delegate (the "Transfer Agent") will establish a Dividend Investment Account (the "Account") for each shareholder participating in the Plan. The Transfer Agent will credit to the Account of each participant funds it receives from the following sources: (a) cash dividends and capital gains distributions paid on shares of beneficial interest (the "Shares") of the Fund registered in the participant's name on the books of the Fund; and (b) cash dividends and capital gains distributions paid on Shares registered in the name of the Transfer Agent but credited to the participant's Account. Sources described in clauses (a) and (b) of the preceding sentence are hereinafter called "Distributions."

### **C. Investment of Distribution Funds Held in Each Account**

If on the record date for a Distribution (the "Record Date"), Shares are trading at a discount from net asset value per Share (according to the evaluation most recently made on Shares of the Fund), funds credited to a participant's Account will be used to purchase Shares (the "Purchase"). UMB will attempt, commencing five days prior to the Payment Date and ending at the close of business on the Payment Date ("Payment Date" as used herein shall mean the last business day of the month in which such Record Date occurs), to acquire Shares in the open market. If and to the extent that UMB is unable to acquire sufficient Shares to satisfy the Distribution by the close of business on the Payment Date, the Fund will issue to UMB Shares valued at net asset value per Share (according to the evaluation most recently made on Shares of the Fund) in the aggregate amount of the remaining value of the Distribution. If, on the Record Date, Shares are trading at a premium over net asset value per Share, the Fund will issue on the Payment Date, Shares valued at net asset value per Share on the Record Date to the Transfer Agent in the aggregate amount of the funds credited to the participants' accounts.

### **D. Voluntary Cash Contributions**

A participant may from time to time make voluntary cash contributions to his Account by sending to Transfer Agent a check or money order, payable to Transfer Agent, in a minimum amount of \$100 with appropriate accompanying instructions. (No more than \$500 may be contributed per month.) Transfer Agent will inform UMB of the total funds available for the purchase of Shares and UMB will use the funds to purchase additional Shares for the participant's Account the earlier of: (a) when it next purchases Shares as a result of a Distribution or (b) on or shortly after the first day of each month and in no event more than 30 days after such date except when temporary curtailment or suspension of purchases is necessary to comply with applicable provisions of federal securities laws. Cash contributions received more than fifteen calendar days or less than five calendar days prior to a Payment Date will be returned uninvested. Interest will not be paid on any uninvested cash contributions. Participants making voluntary cash investments will be charged a \$.75 service fee for each such investment and will be responsible for their pro rata share of brokerage commissions.

### **E. Additional Information**

Address all notices, correspondence, questions, or other communication regarding the Plan, or if you would like a copy of the Plan, to:

Scudder Investments Service Company  
P.O. Box 219066  
Kansas City, Missouri 64121-9066  
1-800-294-4366

### **F. Adjustment of Purchase Price**

Explanation of Responses:

The Fund will increase the price at which Shares may be issued under the Plan to 95% of the fair market value of the shares on the Record Date if the net asset value per Share of the Shares on the Record Date is less than 95% of the fair market value of the Shares on the Record Date.

#### **G. Determination of Purchase Price**

The cost of Shares and fractional Shares acquired for each participant's Account in connection with a Purchase shall be determined by the average cost per Share, including brokerage commissions as described in Paragraph H hereof, of the Shares acquired by UMB in connection with that Purchase. Shareholders will receive a confirmation showing the average cost and number of Shares acquired as soon as practicable after the Transfer Agent has received or UMB has purchased Shares. The Transfer Agent may mingle the cash in a participant's account with similar funds of other participants of the Fund for whom UMB acts as agent under the Plan.

#### **H. Brokerage Charges**

There will be no brokerage charges with respect to Shares issued directly by the Fund as a result of Distributions. However, each participant will pay a pro rata share of brokerage commissions incurred with respect to UMB's open market purchases in connection with the reinvestment of Distributions. Brokerage charges for purchasing small amounts of Shares for individual Accounts through the Plan can be expected to be less than the usual brokerage charges for such transactions, as UMB will be purchasing Shares for all participants in blocks and prorating the lower commission thus attainable.

#### **I. Service Charges**

There is no service charge by the Transfer Agent or UMB to shareholders who participate in the Plan other than service charges specified in Paragraphs D and M hereof. However, the Fund reserves the right to amend the Plan in the future to include a service charge.

#### **J. Transfer of Shares Held by Agent**

The Transfer Agent will maintain the participant's Account, hold the additional Shares acquired through the Plan in safekeeping and furnish the participant with written confirmation of all transactions in the Account. Shares in the Account are transferable upon proper written instructions to the Transfer Agent. Upon request to the Transfer Agent, a certificate for any or all full Shares in a participant's Account will be sent to the participant.

#### **K. Shares Not Held in Shareholder's Name**

Beneficial owners of Shares which are held in the name of a broker or nominee will not be automatically included in the Plan and will receive all distributions in cash. Such shareholders should contact the broker or nominee in whose name their Shares are held to determine whether and how they may participate in the Plan.

#### **L. Amendments**

Experience under the Plan may indicate that changes are desirable. Accordingly, the Fund reserves the right to amend or terminate the Plan, including provisions with respect to any Distribution paid, subsequent to notice thereof sent to participants in the Plan at least ninety days before the record date for such Distribution, except when such amendment is necessary or appropriate to comply with applicable law or the rules or policies of the Securities and Exchange Commission or any other regulatory authority, in which case such amendment shall be effective as soon as practicable. The amendment shall be deemed to be accepted by each participant unless, prior to the effective date thereof, the Transfer Agent receives notice of the termination of such participant's account under the Plan in accordance with the terms hereof. The Plan may be terminated by the Fund.

## M. Withdrawal from Plan

Shareholders may withdraw from the Plan at any time by giving the Transfer Agent a written notice. If the proceeds are \$100,000 or less and the proceeds are to be payable to the shareholder of record and mailed to the address of record, a signature guarantee normally will not be required for notices by individual account owners (including joint account owners), otherwise a signature guarantee will be required. In addition, if the certificate is to be sent to anyone other than the registered owner(s) at the address of record, a signature guarantee will be required on the notice. A notice of withdrawal will be effective for the next Distribution following receipt of the notice by the Transfer Agent provided the notice is received by the Transfer Agent at least ten days prior to the Record Date for the Distribution. When a participant withdraws from the Plan, or when the Plan is terminated in accordance with Paragraph L hereof, the participant will receive a certificate for full Shares in the Account, plus a check for any fractional Shares based on market price; or if a Participant so desires, the Transfer Agent will notify UMB to sell his Shares in the Plan and send the proceeds to the participant, less brokerage commissions and a \$2.50 service fee.

## N. Tax Implications

Shareholders will receive tax information annually for personal records and to assist in preparation of their Federal income tax returns. If Shares are purchased at a discount, the amount of the discount is considered taxable income and is added to the cost basis of the purchased shares.

## Investment Management Agreement Approval

The Board of Trustees, including the Independent Trustees, approved the renewal of your Fund's investment management agreement (the "Agreement") with Deutsche Investment Management Americas Inc. ("DeIM" or the "Advisor") in September 2005. As part of its review process, the Board requested and evaluated all information it deemed reasonably necessary to evaluate the Agreement. Over the course of several months, the Contract Review Committee, in coordination with the Fixed-Income Oversight Committee and the Operations Committee of the Board, reviewed comprehensive materials received from the Advisor, independent third parties and independent counsel. The Board also received extensive information throughout the year regarding performance and operating results of the Fund. After their review of the information received, the Committees presented their findings and recommendations to the Independent Trustees as a group. The Independent Trustees then reviewed the Committees' findings and recommendations and presented their recommendations to the full Board.

In connection with the contract review process, the various Committees and the Board considered the factors discussed below, among others. The Board also considered that the Advisor and its predecessors have managed the Fund since its inception, and the Board believes that a long-term relationship with a capable, conscientious advisor is in the best interests of the Fund. The Board considered, generally, that shareholders invested in the Fund or approved the investment management agreement for the Fund, knowing that the Advisor managed the Fund and knowing the investment management fee schedule. In connection with recent and ongoing efforts by Deutsche Bank to restructure its US mutual fund business, which resulted in turnover of senior management and other personnel of the Advisor, the Board considered Deutsche Bank's commitment that it will devote to the Advisor and its affiliates all attention and resources that are necessary to provide the Fund with top-quality investment management and shareholder, administrative and product distribution services.

**Nature, Quality and Extent of Services.** The Board considered the nature, extent and quality of services provided under the Agreement, including portfolio management services and administrative services. The Board considered the experience and skills of senior management and investment personnel, the resources made available to such personnel, the ability of the Advisor to attract and retain high-quality personnel, and the organizational depth and stability of the Advisor. The Board reviewed the Fund's performance over short-term and long-term periods and compared those returns to various agreed-upon performance measures, including market indices and peer groups. The Board

considered whether investment results were consistent with the Fund's investment objective and policies. The Board also noted that it has put a process into place of identifying "Focus Funds" (e.g., funds performing poorly relative to their peer group), and receives more frequent reporting and information from the Advisor regarding such funds, along with the Advisor's remedial plans to address underperformance. The Board believes this process is an effective manner of addressing poorly performing funds at this time.

On the basis of this evaluation and the ongoing review of investment results by the Fixed-Income Oversight Committee, the Board concluded that the nature, quality and extent of services provided by the Advisor historically have been and continue to be satisfactory, and that the Fund's performance over time was satisfactory.

**Fees and Expenses.** The Board considered the Fund's management fee rate, operating expenses and total expense ratio, and compared management fees to a peer group and total expenses to a broader peer universe based on information and data supplied by Lipper Inc. ("Lipper"). For purposes of this comparison, the Board relied on historical data compiled by Lipper for the peer funds and the Advisor's estimate of current expenses for the Fund. The information provided to the Board showed that the Fund's management fee rate was above the median of the peer group but below the fourth quartile, and that the Fund's total expense ratio was below the median of the peer universe. The Board also considered the Fund's management fee rate as compared to fees charged by the Advisor and certain of its affiliates for comparable funds and for similarly managed institutional accounts. With respect to institutional accounts, the Board noted that (i) both the mix of services provided and the level of responsibility required under the Agreement were significantly greater as compared to the Advisor's obligations for similarly managed institutional accounts; and (ii) the management fees of institutional accounts are less relevant to the Board's consideration because they reflect significantly different competitive forces than those in the fund marketplace. With respect to other comparable Scudder Funds, the Board considered differences in fund and fee structures among the various legacy organizations.

On the basis of the information provided, the Board concluded that management fees were reasonable and appropriate in light of the nature, quality and extent of services provided by the Advisor. The Board noted that although the Fund's management fee rate was above the median for its peer group, such fee was within an acceptable range of the peer group and consistent with reasonable expectations in light of the nature, quality and extent of services provided by the Advisor.

**Profitability.** The Board reviewed detailed information regarding revenues received by the Advisor under the Agreement. The Board considered the estimated costs and pre-tax profits realized by the Advisor from advising the Scudder Funds, as well as estimates of the pre-tax profits attributable to managing the Fund in particular. The Board also received information regarding the estimated enterprise-wide profitability of the Scudder organization with respect to all fund services in totality and by fund. The Board reviewed DeIM's methodology in allocating its costs to the management of the Fund. Although the Board noted the inherently subjective nature of any allocation methodology, the Board received an attestation report from an accounting firm affirming that the allocation methods were consistently applied and were based upon practices commonly used in the investment management industry. Based on the information provided, the Board concluded that the pre-tax profits realized by DeIM in connection with the management of the Fund were not unreasonable.

**Economies of Scale.** The Board considered whether there are economies of scale with respect to the management of the Fund and whether the Fund benefits from any economies of scale. The Board considered whether the management fee rate under the Agreement is reasonable in relation to the asset size of the Fund. The Board concluded that the management fee schedule reflects an appropriate level of sharing of any economies of scale.

**Other Benefits to DeIM and Its Affiliates.** The Board also considered the character and amount of other incidental benefits received by DeIM and its affiliates, including fees received by the Advisor for administrative services provided to the Fund. The Board also considered benefits to DeIM related to brokerage and soft-dollar allocations, which pertain primarily to funds investing in equity securities. The Board considered that, during the past year, the Advisor agreed to cease allocating brokerage to acquire research services from third-party service providers. The Board concluded

that management fees were reasonable in light of these fallout benefits.

**Regulatory Matters.** The Board also considered information regarding ongoing inquiries of the Advisor regarding market timing, late trading and other matters by federal and state regulators and private lawsuits on related topics. Among other matters, the Board considered the Advisor's commitment to indemnify the Scudder Funds against regulatory actions or lawsuits arising from such inquiries. The Board also considered management's representation that such actions will not materially impact the Advisor's ability to perform under the Agreement or materially impact the Fund.

Based on all of the information considered and the conclusions reached, the Board (including a majority of the Independent Trustees) determined that the terms of the Agreement continue to be fair and reasonable and that the continuation of the Agreement is in the best interests of the Fund. No single factor was determinative in the Board's analysis.

## Trustees and Officers

The following table presents certain information regarding the Trustees and Officers of the fund as of November 30, 2005. Each individual's year of birth is set forth in parentheses after his or her name. Unless otherwise noted, (i) each individual has engaged in the principal occupation(s) noted in the table for at least the most recent five years, although not necessarily in the same capacity, and (ii) the address of each individual is c/o Deutsche Asset Management, 222 South Riverside Plaza, Chicago, Illinois 60606. Each Trustee's term of office extends until the next shareholders' meeting called for the purpose of electing Trustees and until the election and qualification of a successor, or until such Trustee sooner dies, retires, resigns or is removed as provided in the governing documents of the fund.

Independent Trustees		
Name, Year of Birth, Position(s) Held with the Fund and Length of Time Served <sup>1</sup>	Principal Occupation(s) During Past 5 Years and Other Directorships Held	Number of Funds in Fund Complex Overseen
Shirley D. Peterson (1941) Chairperson, 2004-present Trustee, 1995-present	Retired; formerly, President, Hood College (1995-2000); prior thereto, Partner, Steptoe & Johnson (law firm); Commissioner, Internal Revenue Service; Assistant Attorney General (Tax), US Department of Justice. Directorships: Federal Mogul Corp. (supplier of automotive components and subsystems); AK Steel (steel production); Goodyear Tire & Rubber Co. (April 2004-present); Champion Enterprises, Inc. (manufactured home building); Wolverine World Wide, Inc. (designer, manufacturer and marketer of footwear) (April 2005-present); Trustee, Bryn Mawr College. Former Directorship: Bethlehem Steel Corp.	71
John W. Ballantine (1946) Trustee, 1999-present	Retired; formerly, Executive Vice President and Chief Risk Management Officer, First Chicago NBD Corporation/The First National Bank of Chicago (1996-1998); Executive Vice President and Head of International Banking (1995-1996). Directorships: First Oak Brook Bancshares, Inc.; Oak Brook Bank; American Healthways, Inc. (provider of disease and care management services); Portland General Electric (utility company)	71
Donald L. Dunaway (1937) Trustee, 1980-present	Retired; formerly, Executive Vice President, A.O. Smith Corporation (diversified manufacturer) (1963-1994)	71
James R. Edgar (1946) Trustee, 1999-present	Distinguished Fellow, University of Illinois, Institute of Government and Public Affairs (1999-present); formerly, Governor, State of Illinois (1991-1999). Directorships: Kemper Insurance Companies; John B. Sanfilippo & Son, Inc. (processor/packager/marketer of nuts, snacks and candy products); Horizon Group Properties, Inc.; Yobet.com (online wagering platform); Alberto-Culver Company (manufactures, distributes and markets health and beauty care products)	71
Paul K. Freeman (1950) Trustee, 2002-present	President, Cook Street Holdings (consulting); Senior Visiting Research Scholar, Graduate School of International Studies, University of Denver; Consultant, World Bank/Inter-American Development Bank; formerly, Project Leader, International Institute for Applied Systems Analysis (1998-2001); Chief Executive Officer, The Eric Group, Inc. (environmental insurance) (1986-1998)	71
Robert B. Hoffman (1936) Trustee, 1981-present	Retired; formerly, Chairman, Harnischfeger Industries, Inc. (machinery for the mining and paper industries) (1999-2000); prior thereto, Vice Chairman and Chief Financial Officer, Monsanto Company (agricultural, pharmaceutical and nutritional/food products) (1994-1999). Directorships: RCP Advisors, LLC (a private equity investment advisory firm)	71
William McClayton (1944)	Managing Director of Finance and Administration, DiamondCluster International, Inc. (global management consulting firm) (2001-present); formerly, Partner, Arthur Andersen LLP (1986-2001). Formerly: Trustee, Ravinia Festival; Board	71

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Trustee, 2004-present	of Managers, YMCA of Metropolitan Chicago	
Robert H. Wadsworth (1940)	President, Robert H. Wadsworth Associates, Inc. (consulting firm) (1983-present). Director, The European Equity Fund, Inc. (since 1986), The New Germany Fund, Inc. (since 1992), The Central Europe and Russia Fund, Inc. (since 1990). Formerly, Trustee of New York Board Scudder Funds; President and Trustee, Trust for Investment Managers (registered investment company) (1999-2002). President, Investment Company Administration, L.L.C. (1992*-2001); President, Treasurer and Director, First Fund Distributors, Inc. (June 1990-January 2002); Vice President, Professionally Managed Portfolios (May 1991-January 2002) and Advisors Series Trust (October 1996-January 2002) (registered investment companies)	74
Trustee, 2004-present	* Inception date of the corporation which was the predecessor to the L.L.C.	
<b>Interested Trustee and Officers<sup>2</sup></b>		
<b>Name, Year of Birth, Position(s) Held with the Fund and Length of Time Served<sup>1</sup></b>	<b>Principal Occupation(s) During Past 5 Years and Other Directorships Held</b>	<b>Number of Funds in Fund Complex Overseen</b>
William N. Shiebler <sup>4</sup> (1942) Trustee, 2004-present	Vice Chairman, Deutsche Asset Management ("DeAM") and a member of the DeAM Global Executive Committee (since 2002); Vice Chairman of Putnam Investments, Inc. (1999); Director and Senior Managing Director of Putnam Investments, Inc. and President, Chief Executive Officer, and Director of Putnam Mutual Funds Inc. (1990-1999)	120
Vincent J. Esposito <sup>4</sup> (1956) President, 2005-present	Managing Director <sup>3</sup> , Deutsche Asset Management (since 2003); President and Chief Executive Officer of The Central Europe and Russia Fund, Inc., The European Equity Fund, Inc., The New Germany Fund, Inc. (since 2003) (registered investment companies); Vice Chairman and Director of The Brazil Fund, Inc. (2004-present); formerly, Managing Director, Putnam Investments (1991-2002)	n/a
Philip J. Collora (1945) Vice President and Assistant Secretary, 1986-present	Director <sup>3</sup> , Deutsche Asset Management	n/a
Paul H. Schubert <sup>4</sup> (1963) Chief Financial Officer, 2004-present Treasurer, 2005-present	Managing Director <sup>3</sup> , Deutsche Asset Management (since July 2004); formerly, Executive Director, Head of Mutual Fund Services and Treasurer for UBS Family of Funds (1998-2004); Vice President and Director of Mutual Fund Finance at UBS Global Asset Management (1994-1998)	n/a
John Millette <sup>5</sup> (1962) Secretary, 2001-present	Director <sup>3</sup> , Deutsche Asset Management	n/a
Patricia DeFilippis <sup>4</sup> (1963) Assistant Secretary, 2005-present	Vice President, Deutsche Asset Management (since June 2005); Counsel, New York Life Investment Management LLC (2003-2005); legal associate, Lord, Abbett & Co. LLC (1998-2003)	n/a
Daniel O. Hirsch <sup>6</sup> (1954) Assistant Secretary, 2002-present	Consultant. Formerly, Managing Director, Deutsche Asset Management (2002-2005); Director, Deutsche Asset Management (1999-2002), Principal, BT Alex. Brown Incorporated (now Deutsche Bank Securities Inc.) (1998-1999); Assistant General Counsel, United States Securities and Exchange Commission (1993-1998); Director, Deutsche Global Funds Ltd. (2002-2004)	n/a
Elisa D. Metzger <sup>4</sup> (1962) Assistant Secretary 2005-present	Director <sup>3</sup> , Deutsche Asset Management (since September 2005); Counsel, Morrison and Foerster LLP (1999-2005)	n/a
Caroline Pearson <sup>5</sup> (1962) Assistant Secretary, 1998-present	Managing Director <sup>3</sup> , Deutsche Asset Management	n/a
Scott M. McHugh <sup>5</sup> (1971) Assistant Treasurer, 2005-present	Director <sup>3</sup> , Deutsche Asset Management	n/a
Kathleen Sullivan D'Eramo <sup>5</sup> (1957) Assistant Treasurer, 2003-present	Director <sup>3</sup> , Deutsche Asset Management	n/a
John Robbins <sup>4</sup> (1966)	Managing Director <sup>3</sup> , Deutsche Asset Management (since 2005); formerly, Chief Compliance Officer and Anti-Money Laundering Compliance Officer for GE Asset Management (1999-2005)	n/a

Anti-Money Laundering Compliance Officer, 2005-present		
Philip Gallo <sup>4</sup> (1962) Chief Compliance Officer, 2004-present	Managing Director <sup>3</sup> , Deutsche Asset Management (2003-present); formerly, Co-Head of Goldman Sachs Asset Management Legal (1994-2003)	n/a

<sup>1</sup> Length of time served represents the date that each Trustee was first elected to the common board of Trustees which oversees a number of investment companies, including the fund, managed by the Advisor. For the Officers of the fund, the length of time served represents the date that each officer was first elected to serve as an officer of any fund overseen by the aforementioned common board of Trustees.

<sup>2</sup> As a result of their respective positions held with the Advisor, these individuals are considered "interested persons" of the Advisor within the meaning of the 1940 Act. Interested persons receive no compensation from the fund.

<sup>3</sup> Executive title, not a board directorship

<sup>4</sup> Address: 345 Park Avenue, New York, New York 10154

<sup>5</sup> Address: Two International Place, Boston, Massachusetts 02110

<sup>6</sup> Address: One South Street, Baltimore, Maryland 21202. Effective December 31, 2005, Mr. Hirsch resigned as an officer of the Fund.

## Additional Information

### Changes in Trustees and Officers

On July 19, 2005, the Board of Trustees appointed Paul H. Schubert as Treasurer of the fund.

On September 23, 2005, the Board of Trustees appointed Patricia DeFilippis as Assistant Secretary of the fund, John Robbins as the Anti-Money Laundering Compliance Officer of the fund and Vincent J. Esposito as President of the fund.

On November 16, 2005, the Board of Trustees appointed Elisa Metzger as Assistant Secretary of the fund.

### Certifications

The fund's chief executive officer has certified to the New York Stock Exchange that, as of September 1, 2005, he was not aware of any violation by the fund of applicable NYSE corporate governance listing standards. The fund's reports to the Securities and Exchange Commission on Forms N-CSR and N-Q contain certifications by the fund's chief executive officer and chief financial officer that relate to the fund's disclosure in such reports and that are required by the rule 30a-2(a) under the Investment Company Act.

### Changes Effective February 6, 2006

Scudder Investments will change its name to DWS Scudder and the Scudder funds will be renamed the DWS funds.

Scudder Municipal Income Trust will change its name to DWS Municipal Income Trust and the cusip number for the fund's common stock will change to 23338M106, the cusip number for the fund's Class A (preferred) stock will change to 23338M205, the cusip number for the fund's Class B (preferred) stock will change to 23338M304, the cusip number for the fund's Class C (preferred) stock will change to 23338M403, the cusip number for the fund's Class D (preferred) stock will change to 23338M502 and the cusip number for the fund's Class E (preferred) stock will change to 23338M601.

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The Shareholder Service Agent will change its name to DWS Scudder Investments Service Company.

The web site address will change from www.scudder.com and www.cef.scudder.com to www.dws-scudder.com.

<b>Additional Information (continued)</b>	
<b>Automated Information Lines</b>	<b>Scudder Closed-End Fund Info Line</b> (800) 349-4281
<b>Web Sites</b>	<b>www.scudder.com</b> or visit our Direct Link: <b>www.cef.scudder.com</b> Obtain monthly fact sheets, financial reports, press releases and webcasts when available.
<b>Written Correspondence</b>	<b>Deutsche Investment Management Americas Inc.</b> 222 South Riverside Chicago, IL 60606
<b>Proxy Voting</b>	A description of the fund's policies and procedures for voting proxies for portfolio securities and information about how the fund voted proxies related to its portfolio securities during the 12-month period ended June 30 is available on our Web site - scudder.com (type "proxy voting" in the search field) or on the SEC's Web site - www.sec.gov. To obtain a written copy of the fund's policies and procedures without charge, upon request, call us toll free at (800) 621-1048.
<b>Legal Counsel</b>	<b>Vedder, Price, Kaufman &amp; Kammholz, P.C.</b> 222 North LaSalle Street Chicago, IL 60601
<b>Dividend Reinvestment Plan Agent</b>	<b>UMB Bank</b> P.O. Box 410064 Kansas City, MO 64141-0064
<b>Shareholder Service Agent</b>	<b>Scudder Investments Service Company</b> P.O. Box 219066 Kansas City, MO 64121-9066 (800) 294-4366
<b>Custodian and Transfer Agent</b>	<b>State Street Bank and Trust Company</b> 225 Franklin Street Boston, MA 02110
<b>Independent Registered Public Accounting Firm</b>	<b>Ernst &amp; Young LLP</b> 200 Clarendon Street Boston, MA 02116
<b>NYSE Symbol</b>	KTF
<b>CUSIP Number</b>	81118R604

ITEM 2. CODE OF ETHICS.

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As of the end of the period, November 30, 2005, Scudder Municipal Income Trust has adopted a code of ethics, as defined in Item 2 of Form N-CSR, that applies to its Principal Executive Officer and Principal Financial Officer.

There have been no amendments to, or waivers from, a provision of the code of ethics during the period covered by this report that would require disclosure under Item 2.

A copy of the code of ethics is filed as an exhibit to this Form N-CSR.

### ITEM 3.                   AUDIT COMMITTEE FINANCIAL EXPERT.

The Fund's Board of Directors/Trustees has determined that the Fund has at least one "audit committee financial expert" serving on its audit committee: Mr. Donald L. Dunaway. This audit committee member is "independent," meaning that he is not an "interested person" of the Fund (as that term is defined in Section 2(a)(19) of the Investment Company Act of 1940) and he does not accept any consulting, advisory, or other compensatory fee from the Fund (except in the capacity as a Board or committee member).

An "audit committee financial expert" is not an "expert" for any purpose, including for purposes of Section 11 of the Securities Act of 1933, as a result of being designated as an "audit committee financial expert." Further, the designation of a person as an "audit committee financial expert" does not mean that the person has any greater duties, obligations, or liability than those imposed on the person without the "audit committee financial expert" designation. Similarly, the designation of a person as an "audit committee financial expert" does not affect the duties, obligations, or liability of any other member of the audit committee or board of directors.

### ITEM 4.                   PRINCIPAL ACCOUNTANT FEES AND SERVICES.

#### SCUDDER MUNICIPAL INCOME TRUST FORM N-CSR DISCLOSURE RE: AUDIT FEES

The following table shows the amount of fees that Ernst & Young, LLP ("E&Y"), the Fund's auditor, billed to the Fund during the Fund's last two fiscal years. The Audit Committee approved in advance all audit services and non-audit services that E&Y provided to the Fund.

The Audit Committee has delegated certain pre-approval responsibilities to its Chairman (or, in his absence, any other member of the Audit Committee).

#### Services that the Fund's Auditor Billed to the Fund

Fiscal Year Ended	Audit Fees Billed to Fund	Audit- Related Fees Billed to Fund	Tax Fees Billed to Fund	All Other Fees Billed to Fund
November 30				
2005	\$47,134	\$0	\$6,427	\$0
2004	\$42,391	\$0	\$7,481	\$0

The above "Tax Fees" were billed for professional services rendered for tax compliance and tax return preparation.

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### Services that the Fund's Auditor Billed to the Adviser and Affiliated Fund Service Providers

The following table shows the amount of fees billed by E&Y to Deutsche Investment Management Americas, Inc. ("DeIM" or the "Adviser"), and any entity controlling, controlled by or under common control with DeIM ("Control Affiliate") that provides ongoing services to the Fund ("Affiliated Fund Service Provider"), for engagements directly related to the Fund's operations and financial reporting, during the Fund's last two fiscal years.

Fiscal Year Ended November 30	Audit-Related Fees Billed to Adviser and Affiliated Fund Service Providers	Tax Fees Billed to Adviser and Affiliated Fund Service Providers	All Other Fees Billed to Adviser and Affiliated Fund Service Providers
2005	\$406,000	\$70,570	\$0
2004	\$281,500	\$0	\$0

The "Audit-Related Fees" were billed for services in connection with the assessment of internal controls, agreed upon procedures and additional related procedures and the above "Tax Fees" were billed in connection with consultation services and agreed upon procedures.