Edgar Filing: MASSMUTUAL CORPORATE INVESTORS - Form 4

MASSMUTUAL CORPORATE INVESTORS

Form 4 June 23, 2006

FORM 4

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

OMB APPROVAL
OMB
3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

0.5

Section 16. Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. *See* Instruction

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)

(Last)

(First) (Middle)

3. Date of Earliest Transaction

____ Director _____ 10% Owner ____ X__ Officer (give title _____ Other (specify

BABSON CAPITAL MANAGEMENT LLC, 1500 MAIN

(Street)

STREET

(Month/Day/Year) 06/22/2006

below) below)
Chairman

VI LLC, 1500 WIM

SIKEE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting

(Instr. 4)

Person

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

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

(Instr. 4)

(A)

Reported Transaction(s)

or (Instr. 3 and 4)

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. 5. Number Transactionof Code Derivative (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
MassMutual Non-Qualified Thrift Plan	\$ 0	06/22/2006		A	9.38	<u>(1)</u>	<u>(1)</u>	Capital Stock	9.38
Babson Capital Non Qualified Thrift Plan	\$ 0					<u>(1)</u>	<u>(1)</u>	Capital Stock	39,385.94

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: Mark Godin as Attorney-in-fact for 06/23/2006

**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.

Reporting Owners 2