

MASSMUTUAL CORPORATE INVESTORS  
Form 4/A  
August 06, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
NOREEN CLIFFORD M

2. Issuer Name and Ticker or Trading Symbol  
MASSMUTUAL CORPORATE INVESTORS [MCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/16/2005

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

BABSON CAPITAL MANAGEMENT LLC, 1500 MAIN STREET PO BOX 15189

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
08/05/2008

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting 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 (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)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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) |                 |               |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|---------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title         | Amount or Number of Shares |
| Babson Capital Non Qualified Thrift Plan   | \$ 0   | 05/16/2005                           |  | J <sup>(1)</sup>               |   | 251.81   |     | <u>(2)</u>  | <u>(2)</u>      | Capital Stock | 251.81                     |
| Babson Capital Non Qualified Thrift Plan   | \$ 0   | 08/12/2005                           |  | J <sup>(1)</sup>               |   | 237.36   |     | <u>(2)</u>  | <u>(2)</u>      | Capital Stock | 237.36                     |
| Babson Capital Non Qualified Thrift Plan   | \$ 0   | 11/14/2005                           |  | J <sup>(1)</sup>               |   | 250.38   |     | <u>(2)</u>  | <u>(2)</u>      | Capital Stock | 250.38                     |
| Babson Capital Non Qualified Thrift Plan   | \$ 0   | 01/13/2006                           |  | J <sup>(1)</sup>               |   | 466.52   |     | <u>(2)</u>  | <u>(2)</u>      | Capital Stock | 466.52                     |
| Babson Capital Non Qualified Thrift Plan   | \$ 0   | 05/15/2006                           |  | J <sup>(1)</sup>               |   | 244.72   |     | <u>(2)</u>  | <u>(2)</u>      | Capital Stock | 244.72                     |
| Babson Capital Non Qualified Thrift Plan   | \$ 0   | 08/14/2006                           |  | J <sup>(1)</sup>               |   | 249.07   |     | <u>(2)</u>  | <u>(2)</u>      | Capital Stock | 249.07                     |
| Babson Capital Non                         | \$ 0   | 11/14/2006                           |  | J <sup>(1)</sup>               |   | 238.69   |     | <u>(2)</u>  | <u>(2)</u>      | Capital Stock | 238.69                     |

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|  |      |            |             |           |            |            |               |           |  |
|--|------|------------|-------------|-----------|------------|------------|---------------|-----------|--|
| Qualified Thrift Plan                    |      |            |             |           |            |            |               |           |  |
| Babson Capital Non Qualified Thrift Plan | \$ 0 | 01/12/2007 | <u>J(1)</u> | 484.02    | <u>(2)</u> | <u>(2)</u> | Capital Stock | 484.02    |  |
| Babson Capital Non Qualified Thrift Plan | \$ 0 | 05/18/2007 | <u>J(1)</u> | 262.04    | <u>(2)</u> | <u>(2)</u> | Capital Stock | 262.04    |  |
| Babson Capital Non Qualified Thrift Plan | \$ 0 | 08/10/2007 | <u>J(1)</u> | 313.99    | <u>(2)</u> | <u>(2)</u> | Capital Stock | 313.99    |  |
| Babson Capital Non Qualified Thrift Plan | \$ 0 | 11/16/2007 | <u>J(1)</u> | 318.9     | <u>(2)</u> | <u>(2)</u> | Capital Stock | 318.9     |  |
| Babson Capital Non Qualified Thrift Plan | \$ 0 | 01/11/2008 | <u>J(1)</u> | 626.57    | <u>(2)</u> | <u>(2)</u> | Capital Stock | 626.57    |  |
| Babson Capital Non Qualified Thrift Plan | \$ 0 | 05/16/2008 | <u>J(1)</u> | 350.91    | <u>(2)</u> | <u>(2)</u> | Capital Stock | 350.91    |  |
| Babson Capital Non Qualified Thrift Plan | \$ 0 | 08/04/2008 | <u>J(1)</u> | 24,321.04 | <u>(2)</u> | <u>(2)</u> | Capital Stock | 24,321.04 |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |           |       |
|--|---------------|-----------|-----------|-------|
|  | Director      | 10% Owner | Officer   | Other |
| NOREEN CLIFFORD M<br>BABSON CAPITAL MANAGEMENT LLC<br>1500 MAIN STREET PO BOX 15189<br>SPRINGFIELD, MA 01115 |               |           | President |       |

## Signatures

By: Ann Malloy as  
Attorney-in-fact for

08/06/2008

\*\*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).

Babson Capital and MassMutual each offer a non-qualified compensation deferral plan where certain officers are permitted to defer a portion of their compensation into the plans. Deferred compensation into a plan is allocated among one or more investment options at the election of the plan participant. Each plan has an investment option that derives its value from the market value of MassMutual Corporate Investors' common shares (and includes the value of reinvested dividends). However, pursuant to the terms of the plans, neither the plans nor the participants have an actual ownership interest in the common shares. The shares beneficially owned include the number of shares of MassMutual Corporate Investors represented by the value of the MassMutual Corporate Investors investment option under the plan held by the plan participant. Specific transactions itemized herein may reflect a change in plan value on account of the reinvestment of investment option dividend credits.

(1) Exercisable only upon termination, retirement or other plan permitted event. Plan holdings may be "liquidated" and reallocated into other plan investment options by the plan participant. The derivative has no actual securities underlying the plan 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.

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