

Dupont DeAnne B
Form 4
July 03, 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 *
Dupont DeAnne B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

BABSON CAPITAL
MANAGEMENT LLC, 470
ATLANTIC AVENUE 10TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
08/12/2005

(Street)

BOSTON, MA 02210

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

(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)	Amount		Price
				Code	V		

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Babson Capital Non Qualified Thrift Plan	\$ 0	08/12/2005		J ⁽¹⁾	17.6	(2) (2)	Capital Stock	17.6	
Babson Capital Non Qualified Thrift Plan	\$ 0	11/14/2005		J ⁽¹⁾	18.56	(2) (2)	Capital Stock	18.56	
Babson Capital Non Qualified Thrift Plan	\$ 0	01/13/2006		J ⁽¹⁾	34.59	(2) (2)	Capital Stock	34.59	
Babson Capital Non Qualified Thrift Plan	\$ 0	05/15/2006		J ⁽¹⁾	18.14	(2) (2)	Capital Stock	18.14	
Babson Capital Non Qualified Thrift Plan	\$ 0	08/14/2006		J ⁽¹⁾	18.46	(2) (2)	Capital Stock	18.46	
Babson Capital Non Qualified Thrift Plan	\$ 0	11/14/2006		J ⁽¹⁾	17.7	(2) (2)	Capital Stock	17.7	
	\$ 0	01/12/2007		J ⁽¹⁾	35.88	(2) (2)		35.88	

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Director 10% Owner Officer Other

Dupont DeAnne B
BABSON CAPITAL MANAGEMENT LLC
470 ATLANTIC AVENUE 10TH FLOOR
BOSTON, MA 02210

Officer of the Adviser

Signatures

By: Ann Malloy as
Attorney-in-fact for

07/03/2008

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.
 - (2) The specific transaction itemized herein reflects a change in plan value on account of a distribution for a permitted plan event.
 - (3)

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.