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EATON VANCE MASSACHUSETTS MUNICIPAL INCOME TRUST

Form 5

December 31, 2007 **FORM 5**

· · · ·			RITIES AND EXCHANGE COMMISSION				OMB Number:	3235-036	32			
Check this no longer		Washington, D.C. 20549							Expires:	January 3		
to Section 16. Form 4 or Form 5 obligations may continue. See Instruction		NUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES rsuant to Section 16(a) of the Securities Exchange Act of 1934,						Estimated average burden hours per response		.0		
1(b). Form 3 He Reported Form 4 Transactic Reported	oldings Section 17(a) of the Pu	ublic U		ng Company	y Act	of 19					
MACINTOSH ROBERT B Symbol EATON MASSA				Name and Ticker or Trading N VANCE ACHUSETTS MUNICIPAL				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (I	Middle) 3	INCOME TRUST [MMV] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 11/30/2007 Director _X_ Officer (gi below)				X_ Officer (give low)	e title 10% Owner Other (specify below) President				
THE EATO		TDEET										
BUILDING	S, 255 STATE S											
	(Street)			endment, Date Original onth/Day/Year)			6.	6. Individual or Joint/Group Reporting				
		•	i iica(ivioi	iiiii/Day/1eai)				(check applicable line)				
BOSTON,Â	À MAÂ 02109						_	_ Form Filed by C _ Form Filed by M rson				
(City)	(State)	(Zip)	Tabl	le I - Non-Der	ivative Secur	ities A	Acquire	ed, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	Title of 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if		Date, if	3. 4. Securities Acc Transaction (A) or Disposed Code (Instr. 3, 4 and 5 (Instr. 8)		osed of			Ownership Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
C					Amount	(A) or (D)	Price	(Instr. 3 and 4)	(IIIstr. 4)			
Common Shares	11/30/2007	Â		J	1,354.49 (1)	A	\$0	2,972.34	D	Â		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 2270 (9-02)									

OMB APPROVAL

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)		4. Transaction Code	5. Number of	6. Date Exerc Expiration D (Month/Day/	ate	7. Titl Amou Under	int of	8. Price of Derivative Security
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e	10)	Secur	, ,	(Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

of D

Is

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MACINTOSH ROBERT B THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 02109	Â	Â	President	Â			

Signatures

By: Paul M. O'Neil, Attorney in Fact 12/04/2008

**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) 11/30/07 holdings includes 1,354.496 shares received from dividend reinvestment program.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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