Edgar Filing: EATON VANCE MASSACHUSETTS MUNICIPAL INCOME TRUST - Form 4

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EATON VAI Form 4 March 14, 20	NCE MASSACHU 08	JSETTS MUNIO	CIPAL INCOM	E TRUST				
FORM	1						PPROVAL	
	UNITEDS	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						
Check thi if no long subject to Section 10 Form 4 or	er STATEM 5.							
Form 5 obligation may conti <i>See</i> Instru 1(b).	nue. Section 17(a)	uant to Section 1) of the Public U 30(h) of the In	company Act of	of 1935 or Sectio	response	0.5		
(Print or Type R	esponses)							
1. Name and A Witkos Matt	ddress of Reporting Po hew J	Symbol	r Name and Ticker	or Trading	5. Relationship of Reporting Person(s) to Issuer			
		MASSA	N VANCE ACHUSETTS M IE TRUST [MM		(Check all applicable)			
(Last)		(Month/I	-	on	Officer (give titleXOther (specify below) below) Insider of the Fund			
THE EATO BUILDING,	N VANCE 255 STATE STR	02/29/2 EET	008					
	(Street)		ndment, Date Orig nth/Day/Year)	inal	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
BOSTON, M	IA 02109				Form filed by M Person	More than One Ro	eporting	
(City)	(State) (Z	Zip) Tabl	e I - Non-Derivati	ve Securities Ac	equired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		TransactionAcqu Code Disp	(A) or osed of (D) r. 3, 4 and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
~			Code V Amo	or ount (D) Price	(Instr. 3 and 4)			
Common Shares					8,000	D		
Reminder: Repo	ort on a separate line f	or each class of secu	-	-	indirectly.	tion of S	SEC 1474	

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

(9-02)

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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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Witkos Matthew J THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 02109				Insider of the Fund			
Signatures							
By: Paul M. O'Neil, Attorney in Fact	03/	14/2008					
<pre>**Signature of Reporting Person</pre>		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).

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.