

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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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

(Last) (First) (Middle)

BABSON CAPITAL
MANAGEMENT LLC, 1500 MAIN
STREET PO BOX 15189

(Street)

SPRINGFIELD, MA 01115

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolMASSMUTUAL CORPORATE
INVESTORS [MCI]3. Date of Earliest Transaction
(Month/Day/Year)
05/16/20054. If Amendment, Date Original
Filed(Month/Day/Year)
08/05/20085. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) President6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**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 ⁽¹⁾		251.81		⁽²⁾	⁽²⁾	Capital Stock	251.81
Babson Capital Non Qualified Thrift Plan	\$ 0	08/12/2005		J ⁽¹⁾		237.36		⁽²⁾	⁽²⁾	Capital Stock	237.36
Babson Capital Non Qualified Thrift Plan	\$ 0	11/14/2005		J ⁽¹⁾		250.38		⁽²⁾	⁽²⁾	Capital Stock	250.38
Babson Capital Non Qualified Thrift Plan	\$ 0	01/13/2006		J ⁽¹⁾		466.52		⁽²⁾	⁽²⁾	Capital Stock	466.52
Babson Capital Non Qualified Thrift Plan	\$ 0	05/15/2006		J ⁽¹⁾		244.72		⁽²⁾	⁽²⁾	Capital Stock	244.72
Babson Capital Non Qualified Thrift Plan	\$ 0	08/14/2006		J ⁽¹⁾		249.07		⁽²⁾	⁽²⁾	Capital Stock	249.07
Babson Capital Non	\$ 0	11/14/2006		J ⁽¹⁾		238.69		⁽²⁾	⁽²⁾	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 BABSON CAPITAL MANAGEMENT LLC 1500 MAIN STREET PO BOX 15189 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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