

Dillman Rodney J
Form 4
July 28, 2008

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dillman Rodney J

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)
BABSON CAPITAL
MANAGEMENT LLC, 1500 MAIN
STREET PO BOX 15189

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2007

____ Director ____ 10% Owner
____X____ Officer (give title ____X____ Other (specify
below) below)
Officer of Issuer and Adviser / Officer of
Issuer and Adviser

(Street)
SPRINGFIELD, MA 011155189

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Capital Stock			Code V	Amount (D) Price	155	D	

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
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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
MassMutual Non-Qualified Thrift Plan	\$ 0	05/18/2007		J ⁽¹⁾		12.41		<u>(2)</u>	<u>(2)</u>	Capital Stock	12.41
MassMutual Non-Qualified Thrift Plan	\$ 0	08/10/2007		J ⁽¹⁾		14.88		<u>(2)</u>	<u>(2)</u>	Capital Stock	14.88
MassMutual Non-Qualified Thrift Plan	\$ 0	11/16/2007		J ⁽¹⁾		15.11		<u>(2)</u>	<u>(2)</u>	Capital Stock	15.11
MassMutual Non-Qualified Thrift Plan	\$ 0	01/11/2008		J ⁽¹⁾		29.69		<u>(2)</u>	<u>(2)</u>	Capital Stock	29.69
MassMutual Non-Qualified Thrift Plan	\$ 0	05/16/2008		J ⁽¹⁾		16.63		<u>(2)</u>	<u>(2)</u>	Capital Stock	16.63
MassMutual Non-Qualified Thrift Plan	\$ 0	07/24/2008		J ⁽³⁾		4,198.82		<u>(2)</u>	<u>(2)</u>	Capital Stock	4,198.8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dillman Rodney J BABSON CAPITAL MANAGEMENT LLC 1500 MAIN STREET PO BOX 15189 SPRINGFIELD, MA 011155189			Officer of Issuer and Adviser	Officer of Issuer and Adviser

Signatures

By: Melissa Busso as
Attorney-in-fact for

07/28/2008

 **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 transactions itemized herein represents a reallocation within the non-qualified compensation deferral plan to the investment option deriving its value from the market value of MassMutual Corporate Investors' common shares.
- (3)

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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