

MASSMUTUAL CORPORATE INVESTORS
 Form 4
 November 19, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MASSACHUSETTS MUTUAL
 LIFE INSURANCE CO

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)
 1295 STATE STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/15/2007

____ Director
 ____ Officer (give title below) Other (specify below)
 Sec 30(h) 10% Debt Holder

SPRINGFIELD, MA 0111

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 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 (D) Price | | |

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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------------------------------|------------------|------------|---|------|---|------------|-----|------------------|-----------------|-----------------|----------------------------|
| Senior Fixed Rate Convertible Note due 11/15/2017 | <u>(1)</u> <u>(2)</u> | 11/15/2007 | 11/15/2007 | J | | | 980,071.87 | | <u>(3)</u> | <u>(4)</u> | MMCI <u>(5)</u> | 980,071 |

Reporting Owners

Reporting Owner Name / Address

Relationships

MASSACHUSETTS MUTUAL LIFE INSURANCE CO
 1295 STATE STREET
 SPRINGFIELD, MA 01111

Director 10% Owner Officer Other

Sec 30(h) 10% Debt Holder

Signatures

By: Richard F. Buckley, Jr. Vice President & Assistant General Counsel

11/19/2007

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) Market

On November 15, 2007, MassMutual Corporate Investors (the "Trust") issued to Massachusetts Mutual Life Insurance Company ("MassMutual") an amended and restated Senior Fixed Rate Convertible Note (the "Note") in the principal amount of \$30,000,000 and due on November 15, 2017. MassMutual, at its option, can convert the principal amount of the Note into the Trust's common shares. The dollar amount of principal would be converted into an equivalent dollar amount of the Trust's common shares based upon the average price of the common shares for ten business days prior to MassMutual's notice of conversion. The Note replaced the Trust's \$20,000,000 Senior Convertible Fixed Rate Note held by MassMutual. Babson Capital Management LLC, the Trust's investment adviser, and Cornerstone Real Estate Advisers LLC ("Cornerstone") are both wholly-owned indirect subsidiaries of MassMutual. As of November 15, 2007, Cornerstone was the beneficial owner of 27,009 shares of the Trust's common stock.

(3) N/A

(4) 11/15/2017

(5) Issuer's Common

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.