

MASSMUTUAL CORPORATE INVESTORS  
 Form 4  
 December 23, 2004

**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 \*  
 OCONNELL ROBERT 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)  
 MASSMUTUAL FINANCIAL GROUP, 1295 STATE STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/23/2004

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  10% Owner  
 \_\_\_\_ Other (specify below)  
 Affiliated Person of Adviser

SPRINGFIELD, MA 011110001  
 (City) (State) (Zip)

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

**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 (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.

**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 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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of Derivative | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying | 8. D |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-------------------------|---|-----------------------------------|------|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-------------------------|---|-----------------------------------|------|

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| Security (Instr. 3)                  | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Securities (Instr. 3 and 4) |                  |                 |               |                            |
|--------------------------------------|--|----------------------|-----------------|---|------------------|-----------------------------|------------------|-----------------|---------------|----------------------------|
|                                      |  |                      | Code            | V   | (A)              | (D)                         | Date Exercisable | Expiration Date | Title         | Amount or Number of Shares |
| MassMutual Non-Qualified Thrift Plan | \$ 0                                     | 12/23/2004           | A               |   | 25.04            |                             | <u>(1)</u>       | <u>(1)</u>      | Capital Stock | 25.04                      |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

OCONNELL ROBERT J  
 MASSMUTUAL FINANCIAL GROUP  
 1295 STATE STREET  
 SPRINGFIELD, MA 011110001

Affiliated Person of Adviser

## Signatures

By: Rosemary Baker as  
 Attorney-in-fact for

12/23/2004

\_\_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) Exercisable only upon termination or retirement, however, holdings may be liquidated and invested into other investment options at each month. The derivative has no actual securities underlying the 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. 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.