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MASSMUTUAL CORPORATE INVESTORS

Form N-PX

August 31, 2004

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT
INVESTMENT COMPANY

Investment Company Act file number 811-02183

MassMutual Corporate Investors
(Exact name of registrant as specified in charter)

1500 Main Street
Suite 1100
Springfield, MA 01115
(Address of principal executive offices) (Zip code)

Stephen L. Kuhn, Vice President and Secretary
1500 Main Street, Suite 2800, Springfield, MA 01115

(name and address of agent for service)

Registrant's telephone number, including area code: 413-226-1000

Date of fiscal year end: December 31

Date of reporting period: July 1, 2003 - June 30, 2004

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Item 1. Proxy Voting Record

=====MassMutual Corporate Investors Fund=====
Delstar Holding Corp.

Ticker:

Security ID: 24736#1

Meeting Date: September 9, 2003

Meeting Type: Annual

Record Date: August 28, 2003

| # | Proposal | Mgt Rec | Vote Cast |
|-----|------------------------------------|---------|-----------|
| 1.1 | Elect Director Mark Abrahams | For | For |
| 1.2 | Elect Director Martin Doolan | For | For |
| 1.3 | Elect Director John Nevin | For | For |
| 1.4 | Elect Director James Parsons | For | For |
| 1.5 | Elect Director Carlo von Schroeter | For | For |

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1.6 Edward Truslow For For

Delstar Holding Corp.

Ticker: Security ID: 24736#1

Meeting Date: February 18, 2004 Meeting Type: Annual

Record Date: February 10, 2004

| # | Proposal | Mgt Rec | Vote Cast |
|-----|------------------------------------|---------|-----------|
| 1.1 | Elect Director Mark Abrahams | For | For |
| 1.2 | Elect Director Martin Doolan | For | For |
| 1.3 | Elect Director John Nevin | For | For |
| 1.4 | Elect Director James Parsons | For | For |
| 1.5 | Elect Director Carlo von Schroeter | For | For |
| 1.6 | Edward Truslow | For | For |

Rent-Way, Inc.

Ticker: RWY Security ID: 76009U1

Meeting Date: March 10, 2004 Meeting Type: Annual

Record Date: January 21, 2004

| # | Proposal | Mgt Rec | Vote Cast |
|-----|---------------------------------------|---------|-----------|
| 1.1 | Elect Director William E. Morgenstern | For | For |
| 1.2 | Elect Director John W. Higbee | For | For |
| 2 | Approve Stock Option Plan | For | For |
| 3 | Other Business | For | Against |

Supreme Industries, Inc.

Ticker: STS Security ID: 8686071

Meeting Date: April 29, 2004 Meeting Type: Annual

Record Date: March 8, 2004

| # | Proposal | Mgt Rec | Vote Cast |
|-----|------------------------------------|---------|-----------|
| 1.1 | Elect Director H. Douglas Schrock | For | Withhold |
| 1.2 | Elect Director Rice M. Tilley, Jr. | For | Withhold |
| 1.3 | Elect Director Mark C. Neilson | For | Withhold |
| 2 | Approve Stock Option Plan | For | Against |
| 3 | Ratify Auditors | For | Against |

Transmontaigne Inc.

Ticker: TMG Security ID: 76009U1

Meeting Date: May 6, 2004 Meeting Type: Annual

Record Date: March 8, 2004

| # | Proposal | Mgt Rec | Vote Cast |
|-----|-------------------------------------|---------|-----------|
| 1.1 | Elect Director Cortlandt S. Dietler | For | For |
| 1.2 | Elect Director Donald H. Anderson | For | For |
| 1.3 | Elect Director David J. Butters | For | For |
| 1.4 | Elect Director John A. Hill | For | For |
| 1.5 | Elect Director Bryan H. Lawrence | For | For |
| 1.6 | Elect Director Harold R. Logan, Jr. | For | For |
| 1.7 | Elect Director Edwin H. Morgens | For | For |
| 1.8 | Elect Director Wayne W. Murdy | For | For |

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| | | | |
|-----|-----------------------------------|-----|-----|
| 1.9 | Elect Director Walter P. Schuetze | For | For |
| 2 | Increase Authorized Common Stock | For | For |

Chemed Corporation (formerly known as Roto-Rooter, Inc.)

Ticker: CHE Security ID: 1635961

Meeting Date: May 17, 2004 Meeting Type: Annual
 Record Date: March 19, 2004

| # | Proposal | Mgt Rec | Vote Cast |
|------|---|---------|-----------|
| 1.1 | Donald Breen | For | No Vote |
| 1.2 | Charles H. Erhart, Jr. | For | No Vote |
| 1.3 | Joel F. Gemunder | For | No Vote |
| 1.4 | Patrick P. Grace | For | No Vote |
| 1.5 | Edward L. Hutton | For | No Vote |
| 1.6 | Thomas C. Hutton | For | No Vote |
| 1.7 | Sandra E. Laney | For | No Vote |
| 1.8 | Kevin J. McNamara | For | No Vote |
| 1.9 | Timothy S. O'Toole | For | No Vote |
| 1.10 | Donald E. Saunders | For | No Vote |
| 1.11 | George J. Walsh III | For | No Vote |
| 1.12 | Frank E. Wood | For | No Vote |
| 2 | To approve and adopt the Company's 2004 Stock Incentive Plan. | For | No Vote |
| 3. | To approve an amendment to the Company's 2002 Executive Long-Term Incentive Plan. | For | No Vote |
| 4. | To approve an amendment to the Company's Certificate of Incorporation, as amended, increasing the number of authorized shares of Capital Stock from 15,000,000 shares to 40,000,000 shares. | For | No Vote |
| 5. | To approve an amendment to the Company's Certificate of Incorporation, as amended, changing the Company's name to Chemed Corporation. | For | No Vote |

DT Industries, Inc.

Ticker: DTII Security ID: 23333J1

Meeting Date: November 11, 2003 Meeting Type: Annual
 Record Date: September 19, 2003

| # | Proposal | Mgt Rec | Vote Cast |
|-----|-----------------------------------|---------|-----------|
| 1.1 | Elect Director James J. Kerley | For | No Vote |
| 1.2 | Elect Director John F. Logan | For | No Vote |
| 1.3 | Elect Director Charles F. Pollnow | For | No Vote |
| 2 | Rescind Shareholder Rights Plan | Against | No Vote |

PepsiAmericas, Inc.

Ticker: PAS Security ID: 71343P2

Meeting Date: April 22, 2004 Meeting Type: Annual

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Record Date: March 4, 2004

| # | Proposal | Mgt Rec | Vote Cast |
|-----|--|---------|-----------|
| 1.1 | Elect Director Brenda C. Barnes | For | No Vote |
| 1.2 | Elect Director Herbert M. Baum | For | No Vote |
| 1.3 | Elect Director Richard G. Cline | For | No Vote |
| 1.4 | Elect Director Pierre S. du Pont | For | No Vote |
| 1.5 | Elect Director Archie R. Dykes | For | No Vote |
| 1.6 | Elect Director Jarobin Gilbert, Jr. | For | No Vote |
| 1.7 | Elect Director Matthew M. McKenna | For | No Vote |
| 1.8 | Elect Director Lionel L. Nowell, III | For | No Vote |
| 1.9 | Elect Director Robert C. Pohlrad | For | No Vote |
| 2 | Approval of Amendment to 2000 Stock Incentive Plan. | For | No Vote |
| 3 | Ratification of Appointment of Independent Auditors. | For | No Vote |
| 4 | Limit Awards to Executives | Against | No Vote |
| 5 | Report on Recycling Policy | Against | No Vote |

TGC Industries, Inc.

Ticker: TGCI

Security ID: 8724173

Meeting Date: April 22, 2004

Meeting Type: Annual

Record Date: March 4, 2004

| # | Proposal | Mgt Rec | Vote Cast |
|-----|--|---------|-----------|
| 1.1 | Elect Director Allen T. McInnes | For | No Vote |
| 1.2 | Elect Director Wayne A. Whitener | For | No Vote |
| 1.3 | Elect Director William J. Barrett | For | No Vote |
| 1.4 | Elect Director Herbert M. Gardner | For | No Vote |
| 1.5 | Elect Director Edward L. Flynn | For | No Vote |
| 1.6 | Elect Director William C. Hurtt, Jr. | For | No Vote |
| 2. | Ratification of Selection of Lane Gorman Trubitt, L.L.P. as Independent Auditors | For | No Vote |

SIGNATURES

[See General Instruction F]

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) MassMutual Corporate Investors

By (Signature and Title)* /s/ Roger W. Crandall

Roger W. Crandall, President

Date: August 31, 2004

* Print the name and title of each signing officer under his or her signature.

