

NUVEEN MASSACHUSETTS PREMIUM INCOME MUNICIPAL FUND
Form 4

January 07, 2015

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 *
FELS GERALD

(Last) (First) (Middle)

271 THOMPSON ROAD

(Street)

WEBSTER, MA 05170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

NUVEEN MASSACHUSETTS PREMIUM INCOME MUNICIPAL FUND [NMT]

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

11/25/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-------------------|---------------|---|-----------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Shares | 11/25/2014 | | P | | 850 | A | | \$ 13.3521 (3) | 210,025 (1) | I | By spouse |
| Common Shares | 11/26/2014 | | P | | 2,386 | A | | \$ 13.1337 (3) | 1,325,698 (2) | D | |
| Common Shares | 11/28/2014 | | P | | 100 | A | | \$ 13.19 (3) | 1,325,798 (2) | D | |
| Common Shares | 12/11/2014 | | P | | 259 | A | | \$ 13.1004 | 1,326,057 (2) | D | |

(3)

Common Shares 12/12/2014 P 6,500 A 13.1409 1,332,557 (2) D

\$
(3)

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

SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FELS GERALD 271 THOMPSON ROAD WEBSTER, MA 05170 | | X | | |
| Fels Marilyn 271 THOMPSON ROAD WEBSTER, MA 05170 | | X | | |

Signatures

/s/ Gerald Fels 01/07/2015
 **Signature of Date
 Reporting Person

/s/ Marilyn Fels 01/07/2015
 **Signature of Date
 Reporting Person

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) These shares are owned directly by Marilyn Fels. Gerald Fels disclaims beneficial ownership of the shares listed here except to the extent of his pecuniary interest therein.
- (2) These shares are owned directly by Gerald Fels. Except with respect to 1,200,000 shares of which are jointly owned by Gerald and Marilyn Fels, Marilyn Fels disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.
- (3) Price includes commission paid to brokers. The reporting persons undertake to provide NMT, any security holder of NMT, or the staff of the Securities and Exchange Commission, upon request, full information regarding the amount of commissions paid.

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.