

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

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**

2. Issuer Name and Ticker or Trading Symbol  
**NUVEEN MASSACHUSETTS PREMIUM INCOME MUNICIPAL FUND [NMT]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
11/25/2014

271 THOMPSON ROAD

(Street)

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

WEBSTER, MA 05170

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (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)

**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.**

**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<br>271 THOMPSON ROAD<br>WEBSTER, MA 05170  |               | X         |         |       |
| Fels Marilyn<br>271 THOMPSON ROAD<br>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.