

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)  
 06/12/2014

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 or Price (A) or (D)		
Common Shares	06/12/2014		P		\$ 5,950 A 13.2375 (17)	1,078,857 (2)	D
Common Shares	06/13/2014		P		\$ 13.161 (17)	1,080,404 (3)	D
Common Shares	06/16/2014		P		\$ 16.15 (17)	1,080,406 (1)	D
Common Shares	06/17/2014		P		\$ 13.1838 (17)	1,089,406 (4)	D

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Common Shares	06/18/2014	P	66,813	A	\$ 13.1838 (17)	1,156,219 <sup>(1)</sup> (5)	D	
Common Shares	06/20/2014	P	4,100	A	\$ 13.28 (17)	1,160,319 <sup>(1)</sup> (6)	D	
Common Shares	06/23/2014	P	5,300	A	\$ 13.3064 (17)	1,165,619 <sup>(1)</sup> (7)	D	
Common Shares	06/24/2014	P	8,000	A	\$ 13.3435 (17)	1,173,619 <sup>(1)</sup> (8)	D	
Common Shares	06/25/2014	P	147	A	\$ 13.4422 (17)	1,173,766 <sup>(1)</sup>	D	
Common Shares	06/27/2014	P	5,000	A	\$ 13.3512 (17)	1,178,766 <sup>(1)</sup>	D	
Common Shares	06/30/2014	P	5,299	A	\$ 13.3487 (17)	1,184,065 <sup>(1)</sup> (9)	D	
Common Shares	07/01/2014	P	12,901	A	\$ 13.3241 (17)	1,196,966 <sup>(1)</sup> (10)	D	
Common Shares	07/01/2014	P	5,700	A	\$ 13.3909 (17)	181,775 <sup>(11)</sup>	I	By spouse
Common Shares	07/02/2014	P	2,400	A	\$ 13.1541 (17)	184,175 <sup>(11)</sup>	I	By spouse
Common Shares	07/02/2014	P	15,000	A	\$ 13.3954 (17)	15,000 <sup>(12)</sup>	I	By Gerald M. Fels Trust
Common Shares	07/02/2014	P	15,000	A	\$ 13.3961 (17)	15,000 <sup>(13)</sup>	I	By Laura Green Trust
Common Shares	07/03/2014	P	5,000	A	\$ 13.441 (17)	20,000 <sup>(12)</sup>	I	By Gerald M. Fels Trust
Common Shares	07/03/2014	P	5,000	A	\$ 13.4412 (17)	20,000 <sup>(13)</sup>	I	By Laura Green Trust
Common Shares	07/07/2014	P	14,799	A	\$ 13.4467 (17)	1,211,765 <sup>(1)</sup> (14)	D	

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Common Shares	08/05/2014	P	20,000	A	\$ 13.0821 (17)	204,175 (15) (16)	I	By spouse
Common Shares	08/05/2014	P	2,500	A	\$ 13.1616 (17)	22,500 (12)	I	By Gerald M. Fels Trust
Common Shares	08/05/2014	P	700	A	\$ 13.0743 (17)	20,700 (13)	I	By Laura Green Trust
Common Shares	08/06/2014	P	7,500	A	\$ 13.2516 (17)	30,000 (12)	I	By Gerald M. Fels Trust
Common Shares	08/06/2014	P	9,300	A	\$ 13.2508 (17)	30,000 (13)	I	By Laura Green Trust
Common Shares	08/07/2014	P	19	A	\$ 13.4211 (17)	204,194 (16)	I	By spouse
Common Shares	08/07/2014	P	1,918	A	\$ 13.1929 (17)	31,918 (12)	I	By Gerald M. Fels Trust
Common Shares	08/07/2014	P	1,204	A	\$ 13.2467 (17)	31,204 (13)	I	By Laura Green Trust
Common Shares	08/08/2014	P	2,794	A	\$ 13.3286 (17)	34,712 (12)	I	By Gerald M. Fels Trust
Common Shares	08/08/2014	P	3,404	A	\$ 13.3046 (17)	34,608 (13)	I	By Laura Green Trust
Common Shares	08/11/2014	P	288	A	\$ 13.5486 (17)	35,000 (12)	I	By Gerald M. Fels Trust

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

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(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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- ficial Own- er Follo- wing Repo- sition- ing (Instr.				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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 Gerald Fels. Marilyn Fels disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.1523 to \$13.2859, inclusive. 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 number of shares sold at each separate price within the ranges set forth in footnotes 2 through 10, 14 and 15 of this Form 4, which price ranges include commissions paid to brokers.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.1550 to \$13.1710, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.1560 to \$13.1960, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.0998 to \$13.2859, inclusive.
- (6)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.2399 to \$13.3299, inclusive.

- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.2984 to \$13.3599, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.3298 to \$13.3515, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.3191 to \$13.3524, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.29 to \$13.3586, inclusive.
- (11) These shares are owned directly by Marilyn Fels and were previously reported in her Form 3. Gerald Fels disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (12) The reporting persons are trustees of the Gerald M. Fels Trust, for which the reporting persons' son, Gerald M. Fels, is the sole beneficiary. The reporting persons disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
- (13) The reporting persons are trustees of the Laura Green Trust, for which the reporting persons' daughter, Laura Green, is the sole beneficiary. The reporting persons disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.3711 to \$13.5159, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.01 to \$13.10, inclusive.
- (16) These shares are owned directly by Marilyn Fels. Gerald Fels disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (17) 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.

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