

Madison Strategic Sector Premium Fund
Form SC 13D/A
May 16, 2014

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1. NAME OF REPORTING PERSON

Phillip Goldstein

2. CHECK THE BOX IF MEMBER OF A GROUP

a[☒]

b[☐]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) AND 2(e)

[☐]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

157,620

8. SHARED VOTING POWER

126,016

9. SOLE DISPOSITIVE POWER

157,620

10. SHARED DISPOSITIVE POWER

126,016

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

283,636 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[☐]

13. PERCENT OF CLASS REPRESENTED BY ROW 11

4.89%

14. TYPE OF REPORTING PERSON

IN

1. NAME OF REPORTING PERSON

Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP

a[☐]

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b[]

3. SEC USE ONLY

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WC

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PURSUANT TO ITEMS 2(d) AND 2(e) []

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4.89%

14. TYPE OF REPORTING PERSON
IN

1. NAME OF REPORTING PERSON
Steven Samuels

2. CHECK THE BOX IF MEMBER OF A GROUP a[]
b[]

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14. TYPE OF REPORTING PERSON

IN

Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #2 to the schedule 13d filed April 21, 2014. Except as specifically set forth herein, the Schedule 13d remains unmodified.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As per the N-CSR filed on February 28, 2014, there were 5,798,291 shares of common stock outstanding as of December 31, 2013. The percentages set forth herein were derived using such number. Phillip Goldstein, Andrew Dakos and Steven Samuels own Bulldog Investors, LLC, a registered investment advisor. As of May 15, 2014, Bulldog Investors, LLC is deemed to be the beneficial owner of 283,636 shares of MSP (representing 4.89% of MSP's outstanding shares) solely by virtue of Bulldog Investors LLC's power to direct the vote of, and dispose of, these shares. These 283,636 shares of MSP include 157,620 shares (representing 2.71% of MSP's outstanding shares) that are beneficially owned by: (a) Mr. Goldstein and (2) the following entities over which Messrs. Goldstein, Dakos and Mr. Samuels exercise control: Opportunity Partners LP,

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Calapasas West Partners, LP, Full Value Special Situations Fund, LP, Full Value Offshore Fund, Ltd., Full Value Partners, LP, Opportunity Income Plus, LP, and MCM Opportunity Partners, LP (collectively, "Bulldog Investors Group of Funds")). Bulldog Investors Group of Funds and Mr. Goldstein may be deemed to constitute a group. All other shares included in the aforementioned 283,636 shares of MSP beneficially owned by Bulldog Investors, LLC (solely by virtue of its power to sell or direct the vote of these shares) are also beneficially owned by clients of Bulldog Investors, LLC who are not members of any group. The total number of these "non-group" shares is 126,016 shares (representing 2.18% of MSP's outstanding shares).

(b) Bulldog Investors, LLC has sole power to dispose of and vote 157,620 shares. Bulldog Investors, LLC has shared power to dispose of and vote 126,016 shares. Certain of Bulldog Investors, LLC's clients (none of whom beneficially own more than 5% of MSP's shares) share this power with Bulldog Investors, LLC. Messrs. Goldstein, Dakos and Samuels are control persons of Bulldog Investors, LLC.

c) Since the last filing on 5/15/14 the following shares of MSP were sold:

05/15/14	(8,900)	12.6607
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d) Clients of Bulldog Investors, LLC are entitled to receive any dividends or sales proceeds.

e) On May 15, 2014, the Reporting Persons ceased to be a beneficial owner of more than 5% of MSP's outstanding shares.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS
WITH RESPECT TO SECURITIES OF THE ISSUER.
N/A

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS
None

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: 5/16/2014

By: /S/ Phillip Goldstein
Name: Phillip Goldstein

By: /S/ Andrew Dakos
Name: Andrew Dakos

By: /S/ Steven Samuels
Name: Steven Samuels

Bulldog Investors, LLC
By: /s/ Andrew Dakos
Andrew Dakos, Member

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Footnote 1: The reporting persons disclaim beneficial ownership except to the extent of any pecuniary interest therein.