

MUNI INTERMEDIATE DURATION FUND INC  
Form 8-A12B  
July 24, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO  
SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

MUNI INTERMEDIATE DURATION FUND, INC.  
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(Exact name of registrant as specified in its charter)

<p>Maryland ----- (State of incorporation or organization)</p> <p>Muni Intermediate Duration Fund, Inc. 800 Scudders Mill Road Plainsboro, New Jersey ----- (Address of principal executive offices)</p>	<p>Applied For ----- (IRS employer identification no.)</p> <p>08536 ----- (zip code)</p>
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Securities to be registered pursuant to Section 12(b) of the Act:

<p>Title of each class to be so registered -----</p> <p>Common Stock, par value \$.10 per share</p>	<p>Name of each exchange on which each class is to be registered -----</p> <p>New York Stock Exchange</p>
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Securities to be registered pursuant to Section 12(g) of the Act:

None

Item 1. Description of Registrant's Securities to be Registered.

The section captioned "Description of Capital Stock" in the Registrant's preliminary prospectus forming a part of Pre-Effective Amendment No. 1 to the Registrant's Registration Statement on Form N-2 (No. 333-105343) (the "Registration Statement"), as filed with the Securities and Exchange Commission (the "Commission") on June 25, 2003 is incorporated herein by reference.

All requisite approvals and authorizations have been received, and required

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supporting documents relating to this transaction have been filed with the New York Stock Exchange.

Item 2. Exhibits.

The following exhibits have been filed with the Commission:

- (1) Form of Certificate of Common Stock.\*
- (2) Portions of the Articles of Incorporation and the By-laws of the Registrant defining the rights of holders of shares of Common Stock.\*\*

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\* Incorporated by reference to Exhibit (d)(2) to the Registration Statement.

\*\* Incorporated by reference to Exhibit (d)(1) to the Registration Statement.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

MUNI INTERMEDIATE DURATION FUND, INC.  
(Registrant)

By: /s/ Donald C. Burke

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By: Donald C. Burke  
Title: Vice President

July 24, 2003

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