

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)  
 08/11/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

Form filed by One Reporting Person  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Shares                   | 08/11/2014                           |  | P                              | 392   | \$ 13.4796<br>(5)   | 35,000 (1)   | I<br>By Laura Green Trust                             |
| Common Shares                   | 08/12/2014                           |  | P                              | 849   | \$ 13.3934<br>(5)   | 35,849 (2)   | I<br>By Gerald M. Fels Trust                          |
| Common Shares                   | 08/12/2014                           |  | P                              | 1,900   | \$ 13.3426<br>(5)   | 36,900 (1)   | I<br>By Laura Green Trust                             |
|                                 | 08/13/2014                           |  | P                              | 4,151   |   | 40,000 (2)   | I   |

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|               |            |   |        |   |                             |                          |   |  |                               |
|---------------|------------|---|--------|---|-----------------------------|--------------------------|---|--|-------------------------------|
| Common Shares |            |   |        |   | \$<br>13.3144<br><u>(5)</u> |                          |   |  | By<br>Gerald M.<br>Fels Trust |
| Common Shares | 08/13/2014 | P | 3,100  | A | \$<br>13.3194<br><u>(5)</u> | 40,000 <sup>(1)</sup>    | I |  | By Laura<br>Green<br>Trust    |
| Common Shares | 08/18/2014 | P | 4,981  | A | \$<br>13.0602<br><u>(5)</u> | 209,175 <sup>(3)</sup>   | I |  | By<br>spouse                  |
| Common Shares | 08/19/2014 | P | 10,000 | A | \$<br>13.1713<br><u>(5)</u> | 50,000 <sup>(2)</sup>    | I |  | By<br>Gerald M.<br>Fels Trust |
| Common Shares | 08/19/2014 | P | 10,000 | A | \$<br>13.1806<br><u>(5)</u> | 50,000 <sup>(1)</sup>    | I |  | By Laura<br>Green<br>Trust    |
| Common Shares | 08/29/2014 | P | 7,293  | A | \$<br>13.2387<br><u>(5)</u> | 1,219,058 <sup>(4)</sup> | D |  |                               |
| Common Shares | 09/02/2014 | P | 10,707 | A | \$<br>13.2118<br><u>(5)</u> | 1,229,765 <sup>(4)</sup> | D |  |                               |
| Common Shares | 09/03/2014 | P | 800    | A | \$ 13.245<br><u>(5)</u>     | 1,230,565 <sup>(4)</sup> | D |  |                               |
| Common Shares | 09/04/2014 | P | 1,238  | A | \$<br>13.2415<br><u>(5)</u> | 1,231,803 <sup>(4)</sup> | D |  |                               |
| Common Shares | 09/05/2014 | P | 1,100  | A | \$<br>13.2355<br><u>(5)</u> | 1,232,903 <sup>(4)</sup> | D |  |                               |
| Common Shares | 09/10/2014 | P | 2,400  | A | \$<br>13.2421<br><u>(5)</u> | 1,235,303 <sup>(4)</sup> | D |  |                               |
| Common Shares | 09/11/2014 | P | 11,197 | A | \$<br>13.2321<br><u>(5)</u> | 1,246,500 <sup>(4)</sup> | D |  |                               |
| Common Shares | 09/12/2014 | P | 6,664  | A | \$ 13.208<br><u>(5)</u>     | 1,253,164 <sup>(4)</sup> | D |  |                               |
| Common Shares | 09/15/2014 | P | 1,050  | A | \$<br>13.2448<br><u>(5)</u> | 1,254,214 <sup>(4)</sup> | D |  |                               |
| Common Shares | 09/16/2014 | P | 9,482  | A | \$<br>13.2299<br><u>(5)</u> | 1,263,696 <sup>(4)</sup> | D |  |                               |

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|               |            |   |        |   |                      |               |   |
|---------------|------------|---|--------|---|----------------------|---------------|---|
| Common Shares | 09/18/2014 | P | 1,273  | A | \$<br>13.2443<br>(5) | 1,264,969 (4) | D |
| Common Shares | 09/19/2014 | P | 6,300  | A | \$<br>13.2403<br>(5) | 1,271,269 (4) | D |
| Common Shares | 09/22/2014 | P | 1,981  | A | \$<br>13.2428<br>(5) | 1,273,250 (4) | D |
| Common Shares | 09/23/2014 | P | 7,560  | A | \$ 13.221<br>(5)     | 1,280,810 (4) | D |
| Common Shares | 09/25/2014 | P | 2,995  | A | \$<br>13.2417<br>(5) | 1,283,805 (4) | D |
| Common Shares | 09/29/2014 | P | 476    | A | \$<br>13.2521<br>(5) | 1,284,281 (4) | D |
| Common Shares | 10/01/2014 | P | 200    | A | \$ 13.265<br>(5)     | 1,284,481 (4) | D |
| Common Shares | 10/02/2014 | P | 3,310  | A | \$<br>13.2417<br>(5) | 1,287,791 (4) | D |
| Common Shares | 11/20/2014 | P | 11,050 | A | \$<br>13.1311<br>(5) | 1,298,841 (4) | D |
| Common Shares | 11/21/2014 | P | 470    | A | \$<br>13.1511<br>(5) | 1,299,311 (4) | D |
| Common Shares | 11/24/2014 | P | 18,480 | A | \$<br>13.1275<br>(5) | 1,317,791 (4) | D |
| Common Shares | 11/25/2014 | P | 5,521  | A | \$<br>13.1089<br>(5) | 1,323,312 (4) | D |

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

**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.**

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(9-02)

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

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| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## 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) 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.
  - (2) 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.
  - (3) 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.  
 These shares are owned directly by Gerald Fels, 1,200,000 of which were transferred on 8/1/14 from Gerald Fels' individual account to a joint account held by Gerald and Marilyn Fels and are now jointly owned by Gerald and Marilyn Fels. Other than with respect to the 1,200,000 shares she holds jointly with Gerald Fels, Marilyn Fels disclaims beneficial ownership of the shares listed here except to the extent of her pecuniary interest therein.
  - (4)
  - (5)

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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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