

Edgar Filing: Madison Strategic Sector Premium Fund - Form SC 13D

1. NAME OF REPORTING PERSON

Phillip Goldstein

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

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

194,785

8. SHARED VOTING POWER

157,287

9. SOLE DISPOSITIVE POWER

194,785

10. SHARED DISPOSITIVE POWER

157,287

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

352,072 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY ROW 11

6.07%

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[]

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13. PERCENT OF CLASS REPRESENTED BY ROW 11
6.07%

14. TYPE OF REPORTING PERSON
IN

1. NAME OF REPORTING PERSON
Steven Samuels

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

3. SEC USE ONLY

4. SOURCE OF FUNDS
WC

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

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14. TYPE OF REPORTING PERSON

IN

Item 1. SECURITY AND ISSUER

This Schedule 13D relates to the shares of Common Stock
of Madison Strategic Sector Premium Fund ("MSP" or the "Issuer").

The principal executive offices of MSP are located at

550 Science Drive
Madison WI 53711

Item 2. IDENTITY AND BACKGROUND

(a) This statement is filed on behalf of Bulldog Investors, LLC, (a Delaware
Limited Liability Company), Phillip Goldstein, Andrew Dakos and Steven Samuels.

(b) The business address of the reporting persons is Park 80 West-Plaza Two,
250 Pehle Ave., Suite 708, Saddle Brook, NJ 07663.

(c) Bulldog Investors, LLC is a registered investment adviser.
Messrs. Goldstein, Dakos and Samuels are control persons of Bulldog
Investors, LLC.

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(d) n/a

(e) n/a

(f) Each of Messrs. Goldstein, Dakos and Samuels is a citizen of the United States.

ITEM 3. SOURCE AND AMOUNT OF FUNDS AND OTHER CONSIDERATIONS

Shares of the Issuer have been accumulated on behalf of clients of Bulldog Investors, LLC.

ITEM 4. PURPOSE OF TRANSACTION

The filing persons believe the shares are undervalued and may communicate with management about measures to enhance shareholder value.

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 April 21, 2014, Bulldog Investors, LLC is deemed to be the beneficial owner of 352,072 shares of MSP (representing 6.07% 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 352,072 shares of MSP include 194,785 shares (representing 3.36% 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, 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 352,072 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 157,287 shares (representing 2.71% of MSP's outstanding shares).

(b) Bulldog Investors, LLC has sole power to dispose of and vote 194,785 shares. Bulldog Investors, LLC has shared power to dispose of and vote 157,287 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) During the past 60 days the following shares of MSP were purchased:

| Date: | Shares: | Price: |
|----------|---------|---------|
| 02/21/14 | 8,097 | 12.2482 |
| 02/24/14 | 12,626 | 12.2973 |
| 02/25/14 | 4,400 | 12.2900 |
| 02/27/14 | 2,600 | 12.2969 |
| 02/28/14 | 5,202 | 12.3738 |
| 03/03/14 | 2,052 | 12.3000 |
| 03/06/14 | 8,180 | 12.4330 |
| 03/10/14 | 5,600 | 12.3498 |

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| | | |
|----------|--------|---------|
| 03/11/14 | 66,887 | 12.3199 |
| 03/12/14 | 13,383 | 12.3167 |
| 03/13/14 | 12,032 | 12.3354 |
| 03/14/14 | 1,000 | 12.3500 |
| 03/18/14 | 18,749 | 12.1799 |
| 03/19/14 | 327 | 12.2200 |
| 03/20/14 | 10,100 | 12.2009 |
| 03/21/14 | 2,000 | 12.2225 |
| 04/03/14 | 5,034 | 12.2111 |
| 04/04/14 | 12,300 | 12.1972 |
| 04/07/14 | 16,172 | 12.1924 |
| 04/08/14 | 21,348 | 12.1843 |
| 04/09/14 | 23,536 | 12.2744 |
| 04/10/14 | 15,400 | 12.2919 |
| 04/16/14 | 1,000 | 12.2900 |
| 04/17/14 | 7,062 | 12.3467 |

d) Clients of Bulldog Investors, LLC are entitled to receive any dividends or sales proceeds.

e) N/A

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

N/A

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

See exhibit 1

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: 4/21/2014

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

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

Exhibit 1:

Agreement to Make Joint Filing

Agreement made as of the 21 day of April, 2014, by and among

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Bulldog Investors, LLC, Phillip Goldstein, Andrew Dakos, and Steven Samuels.

WHEREAS, Rule 13d-1(k)(1) under the Securities Exchange Act of 1934 provides that whenever two or more persons are required to file a statement containing the information required by Schedule 13D with respect to the same securities, only one such statement need be filed, so long as, among other things, such filing includes as an exhibit an agreement among such persons that such a statement is filed on behalf of each of them;

WHEREAS, in connection with certain holdings of Madison Strategic Sector Premium Fund(MSP), each of the parties to this Agreement is required to file a statement containing the information required by Schedule 13D with respect to the same holdings of MSP;

NOW THEREFORE, the parties hereby agree that one statement containing the information required by Schedule 13D shall be filed on behalf of each party hereto.

IN WITNESS WHEREOF, this Agreement has been duly executed by the parties hereto as of the day and year first written above.

By:/s/ Phillip Goldstein
Phillip Goldstein

By:/s/ Andrew Dakos
Andrew Dakos

BULLDOG INVESTORS, LLC

By: /s/ Steven Samuels
Steven Samuels

By: /s/ Andrew Dakos
Andrew Dakos, Member