

Edgar Filing: MFS MUNICIPAL INCOME TRUST - Form N-23C-2

MFS MUNICIPAL INCOME TRUST

Form N-23C-2

August 29, 2008

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

RULE 23C-2 NOTICE OF INTENTION TO REDEEM SECURITIES

of

MFS Municipal Income Trust  
500 Boylston Street, Boston, Massachusetts 02116  
(Address of Principal Executive Offices)

Registrant's Telephone Number, including Area Code: 617-954-5000  
Susan S. Newton, Massachusetts Financial Services Company,  
500 Boylston Street, Boston, Massachusetts 02116  
(Name and Address of Agent for Service)

under the

Investment Company Act of 1940

Investment Company Act File No. 811- 4841

The undersigned registered closed-end investment company hereby notifies the Securities and Exchange Commission that it intends to redeem securities of which it is the issuer, as set forth below in accordance with the requirements of Rule 23c-2 under the Investment Company Act of 1940. Such redemption remains subject to the issuance of a formal notice of redemption, which will contain the definitive terms and timetable of redemption.

1. Title of the class of securities of MFS Municipal Income Trust (the "Fund") to be redeemed:

Municipal Auction Rate Cumulative Preferred Shares, liquidation preference \$25,000 per share, as identified by series and CUSIP in Appendix A hereto (the "Shares").

2. The date on which the securities are to be called or redeemed:

See Appendix A for the dates on which Shares of each series are to be redeemed (the "Redemption Date").

3. The applicable provisions of the governing instrument pursuant to which the securities are to be called or redeemed:

The Shares are to be redeemed pursuant to section 11 of Part I of the Fund's Statement dated December 4, 2000 Creating Two Series of Municipal Auction Rate Cumulative Preferred Shares, as amended.

4. The principal amount or number of shares and the basis upon which the securities to be redeemed are to be selected:

See Appendix A for information concerning the number of Shares of each series and the aggregate principal amount of Shares of each series intended to be redeemed. The Depository Trust Company (DTC), holder of record of the Shares, determines by lottery how the redemption will be allocated among each participant broker-dealer account that holds Shares and each participant broker-dealer determines how to allocate each redemption among the holders of the Shares held by it.

Edgar Filing: MFS MUNICIPAL INCOME TRUST - Form N-23C-2

---

SIGNATURE

Pursuant to the requirement of Rule 23c-2 of the Investment Company Act of 1940, the registrant has duly caused this Notice of Intention to Redeem Securities to be signed on its behalf by the undersigned on this 29th day of August, 2008.

MFS MUNICIPAL INCOME TRUST

By: /s/ SUSAN S. NEWTON

-----  
Name: SUSAN S. NEWTON  
Title: ASSISTANT SECRETARY AND  
ASSISTANT CLERK

---

Appendix A

| Series | CUSIP     | Redemption Date | Total Shares<br>to be Redeemed | Aggregate Principal<br>Amount to be Redeemed |
|--------|-----------|-----------------|--------------------------------|--|
| T      | 552738205 | 9/29/08         | 525                            | \$ 13,125,000                                |
| TH     | 552738304 | 10/1/08         | 525                            | \$ 13,125,000                                |