

EATON VANCE MASSACHUSETTS MUNICIPAL INCOME TRUST
 Form 3
 February 10, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

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|---|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â UBS AG</p> <p>(Last) (First) (Middle)</p> <p>BAHNHOFSTRASSE 45,Â PO BOX CH-8021</p> <p>(Street)</p> <p>ZURICH,Â V8Â</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/31/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>EATON VANCE MASSACHUSETTS MUNICIPAL INCOME TRUST [MMV]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Auction Preferred Stock (CUSIP No[s]. [27826E203]) | 395 ⁽²⁾ | I | By subsidiary - see footnote ⁽¹⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

| | | | | | |
|---------------------|--------------------|-------|----------------------------------|------------------------|---|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|------------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| UBS AG BAHNHOFSTRASSE 45 PO BOX CH-8021 ZURICH, V8 | Â | Â X | Â | Â |

Signatures

/s/ Anthony DeFilippis 02/10/2009
 **Signature of Reporting Person Date

/s/ Joseph Gallichio 02/10/2009
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) This Statement is filed by UBS AG for the benefit and on behalf of UBS Securities LLC and UBS Financial Services Inc., two-wholly owned subsidiaries of UBS AG to which UBS AG has delegated portions of its performance obligations with respect to the Auction Rate Securities Rights issued by UBS AG to certain clients and pursuant to which the securities reported herein have been purchased from such clients.
- (2) Pursuant to the Global Relief Letter referred to below, this filing reports holdings of the Series of Auction Preferred Stock identified in Item 1 of this Table I on an aggregated basis.

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Remarks:
 TheÂ SharesÂ reportedÂ hereinÂ representÂ UBSÂ AG'sÂ combinedÂ holdingsÂ inÂ multipleÂ seriesÂ ofÂ auctionÂ pref
 areÂ treatedÂ hereinÂ asÂ oneÂ classÂ ofÂ securitiesÂ inÂ accordanceÂ withÂ theÂ AuctionÂ RateÂ SecuritiesÂ --Â Glob
 ReliefÂ Letter")Â issuedÂ byÂ theÂ staffÂ ofÂ theÂ SecuritiesÂ andÂ ExchangeÂ CommissionÂ (SEC)Â onÂ SeptemberÂ
 undertakesÂ toÂ provide,Â uponÂ requestÂ byÂ theÂ SECÂ staff,Â theÂ issuer,Â orÂ aÂ securityÂ holderÂ ofÂ theÂ issue
 theÂ numberÂ ofÂ securitiesÂ identifiedÂ inÂ TableÂ IÂ purchasedÂ andÂ soldÂ atÂ eachÂ differentÂ priceÂ andÂ dateÂ
 onÂ whichÂ beneficialÂ ownershipÂ exceededÂ tenÂ percentÂ andÂ JanuaryÂ 31,Â 2009,Â asÂ requiredÂ byÂ theÂ Glob

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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