

BABSON CAPITAL CORPORATE INVESTORS  
 Form 4/A  
 December 02, 2013

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 CRANDALL ROGER W

2. Issuer Name and Ticker or Trading Symbol  
 BABSON CAPITAL CORPORATE INVESTORS [MCI]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 BABSON CAPITAL MANAGEMENT, 1500 MAIN STREET PO BOX 15189

3. Date of Earliest Transaction (Month/Day/Year)  
 11/27/2013

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  10% Owner  
 \_\_\_\_ Other (specify below)  
 Adviser Board Member

(Street)  
 SPRINGFIELD, MA 01115

4. If Amendment, Date Original Filed(Month/Day/Year)  
 12/02/2013

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
Common Shares ("Shares of Beneficial Interest")				(A) or (D) Price	5,694	D	

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

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SEC 1474 (9-02)

number.

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

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
MassMutual Non-Qualified Thrift Plan	(1)	11/27/2013		J(2)	55.5349	(1)	(1)	Common Shares ("Shares of Beneficial Interest")	5
Babson Capital Non Qualified Thrift Plan (2)	(1)					(1)	(1)	Common Shares ("Shares of Beneficial Interest")	132,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRANDALL ROGER W BABSON CAPITAL MANAGEMENT 1500 MAIN STREET PO BOX 15189 SPRINGFIELD, MA 01115				Adviser Board Member

## Signatures

Ann Malloy as Attorney-in-fact 12/02/2013

\*\*Signature of Reporting Person Date

## 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).  
Exercisable only upon termination, retirement, or other plan permitted event. Plan holdings may be "liquidated" and reallocated into other plan investment options by the plan participant. The derivative has no actual securities underlying the plan agreement, which is entirely notional.
- (1)
- (2)

## Edgar Filing: BABSON CAPITAL CORPORATE INVESTORS - Form 4/A

Babson Capital Management LLC and Massachusetts Mutual Life Insurance Company each offer a non-qualified compensation deferral plan where certain officers are permitted to defer a portion of their compensation into the plans. Deferred compensation into a plan is allocated among one or more investment options at the election of the plan participant. Each plan has an investment option that derives its value from the market value of Babson Capital Corporate Investors' common shares (and includes the value of reinvested dividends). However, pursuant to the terms of the plans, neither the plans nor the participants have an actual ownership interest in the common shares. The shares beneficially owned include the number of shares of Babson Capital Corporate Investors represented by the value of the Babson Capital Corporate Investors investment option under the plan held by the plan participant.

### **Remarks:**

This is a re-submission of the Form 4 filed on 12/02/13 to update transaction date previously reported. See Accession Number

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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