

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

EATON VANCE MUNICIPAL INCOME TRUST  
Form N-23C-2  
June 23, 2008

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

NOTIFICATION OF REDEMPTION OF SECURITIES PURSUANT TO RULE 23c-2 UNDER THE  
INVESTMENT COMPANY ACT OF 1940

Securities Act File No. 333-70725  
Investment Company Act File No. 811-09141

EATON VANCE MUNICIPAL INCOME TRUST  
-----

Name of Registrant

255 STATE STREET, BOSTON, MA 02109  
-----

Address of Principal Executive Office

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 (the "Act"), and states that it is filing this notice with the Commission pursuant to permission granted by the Commission staff fewer than 30 days prior to the date set for the redemption.

(1) Title of Class of Securities to be Redeemed:

AUCTION PREFERRED SHARES ("APS") SERIES A AND SERIES B

(2) Date on Which the Securities are to be Redeemed:

THE APS WILL BE REDEEMED ON THE DIVIDEND PAYMENT DATE FOR EACH SERIES AS FOLLOWS: SERIES A ON JULY 9, 2008 AND SERIES B ON JULY 11, 2008.

(3) Applicable Provisions of the Governing Instrument Pursuant to Which the Securities are to be Redeemed:

ARTICLE VII, PARAGRAPHS 4(A) (I), 4(B) AND 4(C) OF THE AMENDED BY-LAWS

(4) Number of Shares and the Basis Upon Which the Securities to be Redeemed are to be Selected:

THE FUND INTENDS TO REDEEM, BY LOT (AS DETERMINED BY THE DEPOSITORY TRUST COMPANY), THE NUMBER OF OUTSTANDING APS SET FORTH BELOW:

SERIES -----	NUMBER OF SHARES -----
A	423
B	423

Please note that this notice serves only to disclose a proposed redemption of each of the APS Series. Such redemption remains subject to the completion of financing.

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

SIGNATURE

Pursuant to Rule 23c-2 under the Act, the registrant has caused this notification to be duly executed on its behalf in the City of Boston and the Commonwealth of Massachusetts on the 23rd day of June 2008.

EATON VANCE MUNICIPAL INCOME TRUST

By: /s/Maureen A. Gemma

-----  
Name: Maureen A. Gemma

Title: Secretary