KESTER W CARL

Form 4 June 21, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

KESTER W CARL

Symbol

(Check all applicable)

MASSACHUSETTS HEALTH & **EDUCATION TAX EXEMPT**

TRUST [MHE]

X_ Director 10% Owner Other (specify Officer (give title

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

06/20/2012

(Street)

(Middle)

(Zip)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

4. If Amendment, Date Original

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I. Non-Derivative Securities Acquired Disposed of or Reneficially Owned

NEW YORK, NY 10055

55 EAST 52ND STREET

		- I av	16 1 - 14011-1	Derivative	Secu	Tiues Acqui	rea, Disposea or,	or beneficially	y Owneu
1.Title of Security	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed 3. 4. Securities Acquired (A) onth/Day/Year) Execution Date, if Transaction Disposed of (D)			* ` ′	5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(A)		Reported Transaction(s)	(I) (Instr. 4)	
					or		(Instr. 3 and 4)	(111811.4)	
			Code V	Amount	(D)	Price	(msu. 5 and 1)		
Common Stock	06/20/2012		P	479	A	\$ 15.4483 (1)	979	D	
Common Stock	06/21/2012		P	21	A	\$ 15.51	1,000	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
KESTER W CARL 55 EAST 52ND STREET	X						
NEW YORK, NY 10055	Λ						

Signatures

/s/ Noah Gellner as 06/21/2012 Attorney-in-Fact

**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).
- The shares were purchased in multiple transactions. The range of prices for the transactions reported on this line was 15.44 to 15.45. The Reporting Person undertakes to provide upon request by the Comission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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