#### Edgar Filing: EATON VANCE MICHIGAN MUNICIPAL INCOME TRUST - Form 3

#### EATON VANCE MICHIGAN MUNICIPAL INCOME TRUST

Form 3

December 10, 2008

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

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement EATON VANCE MICHIGAN MUNICIPAL INCOME  **CITIGROUP INC** (Month/Day/Year) TRUST [EMI] 11/30/2008 (First) (Last) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 399 PARK AVENUE, Â 3RD (Check all applicable) **FLOOR** (Street) 6. Individual or Joint/Group Director \_X\_\_ 10% Owner Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting Person NEW YORK, NYÂ 10043 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 2. Amount of Securities 1. Title of Security Ownership (Instr. 4) Beneficially Owned Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) **Auction Rate Preferred** 107 (1) Ι By Subsidiary Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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

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Date Expiration Amount or Security Direct (D)

Exercisable Date Number of or Indirect

Shares (I)

(Instr. 5)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CITIGROUP INC 399 PARK AVENUE 3RD FLOOR

 $\hat{A}$   $\hat{A}$   $\hat{A}$   $\hat{A}$   $\hat{A}$ 

NEW YORK, NYÂ 10043

## **Signatures**

Citigroup Inc., By: /s/ Riqueza V. Feaster, Assistant Secretary

12/10/2008

\*\*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).
- The Auction Preferred Shares ("Shares") reported in Table I represent 107 Shares beneficially owned by Citigroup Global Markets Inc. ("CGMI"). Citigroup Financial Products Inc. ("CFP") is the sole stockholder of CGMI. Citigroup Global Markets Holdings Inc. ("CGMHI") is the sole stockholder of CGMHI.

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#### Remarks:

The 107 Shares reported herein represent Citigroup?s combined holdings in multiple series of auction 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. Reporting Person 04/16/2008\*\*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).
- (1) Dividend Equivalent Rights (DERs) accrue on Restricted Stock Units (RSUs) and vest proportionately in conjunction with the vesting of the underlying RSUs. Each DER is equivalent to one share of common stock of the issuer.

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Reporting Owners 2