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MASSMUTUAL PARTICIPATION INVESTORS

Form N-PX

August 29, 2008

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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM N-PX

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ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT  
INVESTMENT COMPANY

Investment Company Act file number 811-05531

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MassMutual Participation Investors  
(Exact name of registrant as specified in charter)

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1500 Main Street  
Suite 600  
Springfield, MA 01115  
(Address of principal executive offices) (Zip code)

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Rodney J. Dillman, Vice President and Secretary  
MassMutual Participation Investors  
1500 Main Street, Suite 2800, Springfield, MA 01115

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(name and address of agent for service)

Registrant's telephone number,  
including area code: 413-226-1516

Date of fiscal year end: December 31

Date of reporting period: July 1, 2007 - June 30, 2008

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ITEM 1. PROXY VOTING RECORD

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COMCAST CORP.

Ticker: CMCSA Security ID: 20030N101  
Meeting Date: MAY 14, 2008 Meeting Type: Annual  
Record Date: MARCH 6, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.	Elect Director S. Decker Anstrom	For	For	Management
2.	Elect Director Kenneth J. Bacon	For	For	Management
3.	Elect Director Sheldon M. Bonovitz	For	For	Management

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4.	Elect Director Edward D. Breen	For	For	Management
5.	Elect Director Julian A. Brodsky	For	For	Management
6.	Elect Director Joseph J. Collins	For	For	Management
7.	Elect Director J. Michael Cook	For	For	Management
8.	Elect Director Gerald L. Hassell	For	For	Management
9.	Elect Director Jeffrey A. Honickman	For	For	Management
10.	Elect Director Brian L. Roberts	For	For	Management
11.	Elect Director Ralph J. Roberts	For	For	Management
12.	Elect Director Dr. Judith Rodin	For	For	Management
13.	Elect Director Michael I. Sovern	For	For	Management
14.	Ratify Auditors	For	For	Management
15.	Amend Restricted Stock Plan	For	For	Management
16.	Amend Stock Option Plan	For	For	Management
17.	Adopt Recapitalization Plan	Against	For	Shareholder
18.	Increase Disclosure of Executive Compensation	Against	Against	Shareholder
19.	Require More Director Nominations Than Open Seats	Against	Against	Shareholder
20.	Report on Pay Disparity	Against	Against	Shareholder
21.	Provide for Cumulative Voting for Class A Shareholders	Against	For	Shareholder
22.	Adopt Principles for Health Care Reform	Against	Against	Shareholder
23.	Advisory Vote to Ratify Named Executive Officers	Against	For	Shareholder

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### DISTRIBUTED ENERGY SYSTEMS CORP.

Ticker:           DESCQ                               Security ID: 25475V104  
 Meeting Date: AUGUST 21, 2007   Meeting Type: Annual  
 Record Date:   JUNE 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.	Elect Director Paul F. Koeppe	For	For	Management
2.	Elect Director Ambrose L. Schwallie	For	For	Management
3.	Approve Issuance of Warrants/Convertible Debentures	For	For	Management
4.	Increase Authorized Common Stock	For	For	Management
5.	Approve Reverse Split Stock	For	For	Management

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### ENERNOC INC

Ticker:           ENOC                               Security ID: 292764107  
 Meeting Date: MAY 9, 2008           Meeting Type: Annual  
 Record Date:   MARCH 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.	Elect Director Adam Grosser	For	For	Management
2.	Ratify Auditors	For	For	Management

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### ITC DELTACOM, INC.

Ticker:           ITCD                               Security ID: 45031T872  
 Meeting Date: MAY 13, 2008           Meeting Type: Annual  
 Record Date:   MARCH 31, 2008

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.	Elect Director John Almeida, Jr.	For	Withhold	Management
2.	Elect Director Phillip M. Tseng	For	Withhold	Management
3.	Elect Director Randall E Curran	For	Withhold	Management
4.	Elect Director John J. DeLucca	For	For	Management
5.	Elect Director Clyde A. Heintzelman	For	For	Management
6.	Elect Director Michael E. Leitner	For	Withhold	Management
7.	Elect Director Thomas E. Mcinerney	For	Withhold	Management
8.	Elect Director R. Gerald Mccarley	For	For	Management
9.	Elect Director Sanjay Swani	For	Withhold	Management

SIGNATURES

[See General Instruction F]

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) MassMutual Participation Investors  
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By (Signature and Title)\*      /s/ Clifford M. Noreen  
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Clifford M. Noreen, President

Date: August 29, 2008

\* Print the name and title of each signing officer under his or her signature.