

INSURED MUNICIPAL INCOME FUND INC

Form SC 13D/A

January 13, 2009

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT  
1/12/2009

1. NAME OF REPORTING PERSON  
Bulldog Investors General Partnership and Phillip Goldstein

2. CHECK THE BOX IF MEMBER OF A GROUP a[ ]  
b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e) [x]

6. CITIZENSHIP OR PLACE OF ORGANIZATION USA

7. SOLE VOTING POWER  
1,932,255

8. SHARED VOTING POWER  
43,358

9. SOLE DISPOSITIVE POWER  
1,975,613

10. SHARED DISPOSITIVE POWER  
0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
1,975,613

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY ROW 11  
9.58%

14. TYPE OF REPORTING PERSON  
IA

This statement constitutes amendment No.5 to the Schedule 13D  
filed by Bulldog Investors, Phillip Goldstein and Andrew Dakos  
on March 19, 2008. Except as specifically set forth  
herein, the Schedule 13D remains unmodified.

Item 4 is amended as follows:

ITEM 4. PURPOSE OF TRANSACTION

Letter to company secretary

Item 5 is amended as follows:

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER  
As per the N-CSR dated March 31, 2008 there were  
20,628,363 shares of common stock outstanding. The percentage  
set forth in item 5 was derived using such number.

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a) BIG P and other accounts managed by Phillip Goldstein beneficially own an aggregate of 1,975,613 shares of PIF or 9.58% of the outstanding shares.

b) Power to vote and dispose of securities resides either with Mr. Goldstein or clients.

c) During the past 60 days the following shares of PIF were purchased, unless previously reported (there were no sales):

| Trade Date | # Shares | Price (\$) |
|------------|----------|------------|
| 1/07/2009  | 2,400    | 10.6600    |
| 1/08/2009  | 4,400    | 10.7191    |
| 1/09/2009  | 5,500    | 10.9984    |
| 1/12/2009  | 2,298    | 11.1813    |

d) Beneficiaries of managed accounts are entitled to receive any dividends or sales proceeds.

e) NA

Item 6. MATERIAL TO BE FILED AS EXHIBITS  
Exhibit 1.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: 1/13/09

By: /s/ Phillip Goldstein  
Name: Phillip Goldstein  
President, Kimball and Winthrop, Inc.  
Managing General Partner, BIGP

Exhibit 1:

Bulldog Investors General Partnership  
Park 80 West - Plaza Two, Suite 750, Saddle Brook, NJ 07663  
Phone: 201-556-0092 / Fax: 201-556-0097 // pgoldstein@bulldoginvestors.com

January 12, 2009

Mark F. Kemper, Secretary  
Insured Municipal Income Fund Inc.  
UBS Global Asset Management  
51 West 52nd Street  
New York, New York 10019-6114.

Insured Municipal Income Fund Inc. (the Fund)

Dear Mr. Kemper:

On or about December 10, 2008 we sent you a notice of our intent to nominate directors at the 2009 annual meeting. We asked you to notify us as soon as possible if you wanted any further information or if you believed there were any deficiencies in our advance notice letter. Since we have not had a response we assume you are satisfied.

We ask that you provide us with written assurance that we will be permitted to vote our proxies as directed and that they will be counted so that last

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years wasteful failure to achieve a quorum can be avoided this year.  
Thank you.

Very truly yours,

Phillip Goldstein  
President  
Kimball & Winthrop, Inc.  
Managing General Partner