WESTERN ASSET MANAGED MUNICIPALS FUND INC. Form N-CSR

July 25, 2013

#### **UNITED STATES**

#### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### **FORM N-CSR**

# CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-06629

Western Asset Managed Municipals Fund Inc. (Exact name of registrant as specified in charter)

620 Eighth Avenue, 49th Floor, New York, NY (Address of principal executive offices)

10018 (Zip code)

Robert I. Frenkel, Esq.

Legg Mason & Co., LLC

100 First Stamford Place

Stamford, CT 06902 (Name and address of agent for service)

Registrant s telephone number, including area code: (888) 777-0102

Date of fiscal year May 31

end:

Date of reporting period: May 31, 2013

ITEM 1.	REPORT TO STOCKHOLDERS.
II EIVI I.	REPORT TO STOCKHOLDERS.

The **Annual** Report to Stockholders is filed herewith.

May 31, 2013	
Annual Report	
WESTERN ASSET MANAGED MUNICIPALS FUND INC. (MMU)	
INVESTMENT PRODUCTS: NOT FDIC INSURED • NO BANK GUARANTEE • MAY LOSE VALUE	
INVESTMENT I RODOCTS. NOT I DIC INSCRED * NO BANK GUARANTEE * MAT EOSE VALUE	

#### Fund objective

The Fund seeks to maximize current income exempt from federal income tax\* as is consistent with preservation of principal.

\* Certain investors may be subject to the federal alternative minimum tax ( AMT ), and state and local taxes will apply. Capital gains, if any, are fully taxable. Please consult your personal tax or legal adviser.

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Letter from the chairman
Dear Shareholder,
We are pleased to provide the annual report of Western Asset Managed Municipals Fund Inc. for the twelve-month reporting period ended May 31, 2013. Please read on for a detailed look at prevailing economic and market conditions during the Fund s reporting period and to learn how those conditions have affected Fund performance.
I am pleased to introduce myself as the new Chairman, President and Chief Executive Officer of the Fund, succeeding R. Jay Gerken, as he embarks upon his retirement. Jay has most recently served as Chairman, President and Chief Executive Officer of the Fund and other funds in the Legg Mason complex. On behalf of all our shareholders and the Fund s Board of Directors, I would like to thank Jay for his vision and guidance, and wish him all the best.
I am honored to have been appointed to my new role with the Fund. During my 23 year career in the financial industry, I have seen it evolve and expand. Despite these changes, keeping an unwavering focus on our shareholders and their needs remains paramount. This was a consistent focus of Jay s, and I look forward to following his lead in the years to come.
As always, we remain committed to providing you with excellent service and a full spectrum of investment choices. We also remain committed to supplementing the support you receive from your financial advisor. One way we accomplish this is through our website, www.lmcef.com. Here you can gain immediate access to market and investment information, including:
• Fund prices and performance,
Market insights and commentaries from our portfolio managers, and
• A host of educational resources.
We look forward to helping you meet your financial goals.
Sincerely,

Kenneth D. Fuller Chairman, President and Chief Executive Officer

June 28, 2013

II Western Asset Managed Municipals Fund Inc.

Investment	commentary
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#### **Economic review**

The U.S. economy expanded over the twelve months ended May 31, 2013, but the pace was generally far from robust. U.S. gross domestic product (GDP) igrowth, as reported by the U.S. Department of Commerce, was a tepid 1.3% in the second quarter of 2012. Economic growth accelerated to 3.1% in the third quarter, partially due to increased private inventory investment, higher federal government spending and moderating imports. However, economic activity sharply moderated in the fourth quarter, with GDP expanding an anemic 0.4%. This was driven by a reversal of the above factors, as private inventory investment and federal government spending weakened. Economic growth then improved, as the U.S. Department of Commerce s final reading for first quarter 2013 GDP growth, released after the reporting period ended, was 1.8%. Accelerating growth was due, in part, to strengthening consumer spending, which rose 2.6% during the first quarter, versus a 1.8% increase during the previous quarter.

While there was some improvement in the U.S. job market, unemployment remained elevated throughout the reporting period. When the period began, unemployment, as reported by the U.S. Department of Labor, was 8.2%. Unemployment then generally declined and was 7.8% in September 2012. The unemployment rate then fluctuated between 7.8% and 7.9% over the next four months. Unemployment then fell to 7.7% in February, 7.6% in March and 7.5% in April, before edging up to 7.6% in May. In an encouraging sign, the number of longer-term unemployed has declined in recent months. In February 2013, more than 40% of the people without a job had been out of work for more than six months. This fell to 37.3% in May 2013.

Meanwhile, the housing market brightened, as sales generally improved and home prices continued to rebound. According to the National Association of Realtors (NAR), existing-home sales rose 4.2% on a seasonally adjusted basis in May 2013 versus the previous month and were 12.9% higher than in May 2012. In addition, the NAR reported that the median existing-home price for all housing types was \$208,000 in May 2013, up 15.4% from May 2012. This marked the fifteenth consecutive month that home prices rose compared to the same period a year earlier. While the inventory of homes available for sale rose 3.3% in May 2013 to a 5.1 month supply at the current sales pace, it was 10.1% lower than in May 2012.

The manufacturing sector expanded during the majority of the reporting period, although it experienced several soft patches. Based on the Institute for Supply Management s Purchasing Managers Index (PMI) ii, after expanding 34 consecutive months, the PMI fell to 49.7 in June 2012, which represented the first contraction in the manufacturing sector since July 2009 (a reading below 50 indicates a contraction, whereas a reading above 50 indicates an expansion). Manufacturing continued to contract over the next two months before ticking up to 51.5 in September and 51.7 in October. The PMI fell back to contraction territory with a reading of 49.5 in November. While manufacturing then expanded over the next five months, in May 2013 the PMI fell to 49.0, its lowest level since July 2009.

The Federal Reserve Board (Fed) iii took a number of actions as it sought to meet its dual mandate of fostering maximum employment and price stability. As has been the case since December 2008, the Fed kept the federal funds rateiv at a historically low range between zero and 0.25%. At its June 2012 meeting, the Fed announced that it would continue its program of purchasing longer-term Treasury securities and selling an equal amount of shorter-term Treasury securities (often referred to as Operation Twist) until the end of 2012. In September, the Fed announced a third round of quantitative easing (QE3), which involves purchasing \$40 billion each month of agency mortgage-backed securities (MBS) on an open-end basis. In addition, the Fed further extended the duration that it expects to keep the federal funds rate on hold, until at least mid-2015. At its meeting in December, the Fed announced that it would continue purchasing \$40 billion per month of agency MBS, as well as initially purchasing \$45 billion a month of longer-term Treasuries. The Fed also said that it would keep the federal funds rate

Western Asset Managed Municipals Fund Inc. III

#### Investment commentary (cont d)

Western Asset Managed Municipals Fund Inc.

on hold ...as long as the unemployment rate remains above 6.5%, inflation between one and two years ahead is projected to be no more than a half percentage point above the Committee s 2.0% longer-run goal, and longer-term inflation expectations continue to be well anchored. At its meeting that ended on June 19, 2013, after the reporting period ended, the Fed did not make any material changes to its official policy statement. However, in a press conference following the meeting, Fed Chairman Bernanke said ...the Committee currently anticipates that it would be appropriate to moderate the monthly pace of purchases later this year; and if the subsequent data remain broadly aligned with our current expectations for the economy, we would continue to reduce the pace of purchases in measured steps through the first half of next year, ending purchases around midyear. These comments initially triggered a sharp sell-off in both the stock and bond markets. While the stock market subsequently rallied and recouped its losses in early July, the bond market has not rebounded as sharply. As a result, Treasury yields remain higher than they were prior to Chairman Bernanke s press conference.

As always, thank you for your confidence in our stewardship of your assets.
Sincerely,
Kenneth D. Fuller Chairman, President and Chief Executive Officer
July 5, 2013
All investments are subject to risk including the possible loss of principal. Past performance is no guarantee of future results.
i Gross domestic product ( GDP ) is the market value of all final goods and services produced within a country in a given period of time.
ii The Institute for Supply Management s PMI is based on a survey of purchasing executives who buy the raw materials for manufacturing a more than 350 companies. It offers an early reading on the health of the manufacturing sector.
iii The Federal Reserve Board (Fed) is responsible for the formulation of policies designed to promote economic growth, full employment, stable prices and a sustainable pattern of international trade and payments.

iv The federal funds rate is the rate charged by one depository institution on an overnight sale of immediately available funds (balances at the Federal Reserve) to another depository institution; the rate may vary from depository institution to depository institution and from day to day.

Fund	overview

#### Q. What is the Fund s investment strategy?

**A.** The Fund seeks to maximize current income exempt from federal income tax as is consistent with preservation of principal. We select securities primarily by identifying undervalued sectors and individual securities, while also selecting securities that we believe will benefit from changes in market conditions.

Under normal market conditions, the Fund invests primarily in investment grade municipal bonds, but it can also invest up to 20% of its total assets in municipal bonds rated below investment grade by a nationally recognized statistical rating organization or, if unrated, determined to be of equivalent quality. The Fund may also use a variety of derivative instruments for investment purposes, as well as for hedging or risk-management purposes.

At Western Asset Management Company (Western Asset), the Fund s subadviser, we utilize a fixed-income team approach, with decisions derived from interaction among various investment management sector specialists. The sector teams are comprised of Western Asset s senior portfolio management personnel, research analysts and an in-house economist. Under this team approach, management of client fixed-income portfolios will reflect a consensus of interdisciplinary views within the Western Asset organization. The individuals responsible for development of investment strategy, day-to-day portfolio management, oversight and coordination of the Fund are Stephen A. Walsh, Robert E. Amodeo, David T. Fare and Dennis J. McNamara. It is anticipated that Mr. Walsh will step down as a member of the Fund s portfolio management team effective on or about March 31, 2014 and that S. Kenneth Leech will join the Fund s portfolio management team at that time. Mr. Leech has been employed by Western Asset as an investment professional for more than 20 years.

#### Q. What were the overall market conditions during the Fund s reporting period?

**A.** The spread sectors (non-Treasuries) overcame several periods of heightened risk aversion and generally outperformed equal-duration Treasuries over the twelve months ended May 31, 2013. Risk aversion was prevalent at times given mixed economic data, contagion fears from the European sovereign debt crisis and uncertainties regarding future Federal Reserve Board (Fed )i actions. However, periodic setbacks were often temporary in nature and spread sector demand was generally solid as investors looked to generate incremental yield in the low interest rate environment.

Both short- and long-term Treasury yields moved higher during the twelve months ended May 31, 2013. Two-year Treasury yields rose from 0.27% at the beginning of the period to 0.30% at the end of the period. Their peak of 0.30% occurred on several occasions and they were as low as 0.20% on April 29, 2013. Ten-year Treasury yields were 1.59% at the beginning of the period and peaked at 2.16% at the end of the period. On July 25, 2012, ten-year Treasuries closed at an all-time low of 1.43%.

While there were periods of volatility, the municipal bond market generated positive results during the twelve months ended May 31, 2013. Demand was generally solid and the municipal bond market posted positive returns during eight of the twelve months covered by this report. Supporting the municipal bond market were increasing tax revenues, relatively low new issuance and extremely low defaults. In addition, while certain challenges remain, a number of states took actions to reduce spending and get their financial houses in order. All told, the Barclays

Municipal Bond Indexii gained 3.05% for the twelve months ended May 31, 2013. Over the same period, the overall taxable bond market, as measured by the Barclays U.S. Aggregate Indexiii gained 0.92%.

#### Q. How did we respond to these changing market conditions?

**A.** There were no significant changes to the Fund during the reporting period. That being said, toward the end of 2012 we initiated a number of trades to make the Fund more tax efficient. The Fund employed the use of short U.S. Treasury futures during the reporting period to manage durationiv. This strategy contributed to performance.

#### Fund overview (cont d)

During the reporting period, we utilized leverage in the Fund. We ended the period with leverage as a percentage of gross assets, of approximately 29%, relatively unchanged during the twelve months ended May 31, 2013. The use of leverage was additive for results given the positive performance of the municipal bond market over the twelve months ended May 31, 2013.

#### Performance review

For the twelve months ended May 31, 2013, Western Asset Managed Municipals Fund Inc. returned 6.66% based on its net asset value (NAV) v and 1.90% based on its New York Stock Exchange (NYSE) market price per share. The Funds unmanaged benchmark, the Barclays Municipal Bond Index, returned 3.05% for the same period. The Lipper General & Insured Municipal Debt (Leveraged) Closed-End Funds Category Averagevi returned 6.46% over the same time frame. Please note that Lipper performance returns are based on each funds NAV.

Certain investors may be subject to the federal alternative minimum tax, and state and local taxes will apply. Capital gains, if any, are fully taxable. Please consult your personal tax or legal adviser.

During the twelve-month period, the Fund made distributions to shareholders totaling \$0.78 per share. The performance table shows the Fund s twelve-month total return based on its NAV and market price as of May 31, 2013. **Past performance is no guarantee of future results.** 

#### Performance Snapshot as of May 31, 2013

Price Per Share	12-Month Total Return*
\$14.12 (NAV)	6.66%
\$13.37 (Market Price)	1.90%

All figures represent past performance and are not a guarantee of future results.

\* Total returns are based on changes in NAV or market price, respectively. Returns reflect the deduction of all Fund expenses, including management fees, operating expenses, and other Fund expenses. Returns do not reflect the deduction of brokerage commissions or taxes that investors may pay on distributions or the sale of shares.

Total return assumes the reinvestment of all distributions at NAV.

Total return assumes the reinvestme	nt of all distributions in additional sha	res in accordance with the Fund	l s Dividend Reinvestment
Plan			

#### Q. What were the leading contributors to performance?

**A.** The largest contributor to the Fund s relative performance during the reporting period was its overall yield curvevii positioning. The Fund maintained an overweight to the 22+ year portion of the municipal yield curve through the period. This positively impacted results as longer-term securities outperformed shorter-term securities.

Sector positioning, overall, enhanced the Fund s results during the reporting period. In particular, an overweight to revenue bonds such as those in the Industrial Development Revenue sector were additive for performance.

Also contributing to the Fund s results was its overweight to lower rated investment grade municipal bonds. More specifically, an overweight to A-rated securities was beneficial as they outperformed their higher-rated counterparts during the period. An underweight to AAA-rated securities was also rewarded given their underperformance versus the benchmark.

Finally, as discussed, the Fund s Treasury futures position and the use of leverage were beneficial during the reporting period.

#### Q. What were the leading detractors from performance?

**A.** The largest detractor from relative performance during the reporting period was the Fund s underweight to certain low rated, more speculative securities. For example, the Fund s lack of exposure to the Tobacco sector was not rewarded given its outperformance versus the benchmark.

The Fund s cash position was also a drag on results given the overall municipal bond market s positive return and the low yields available from money market securities.

#### Looking for additional information?

The Fund is traded under the symbol MMU and its closing market price is available in most newspapers under the NYSE listings. The daily NAV is available on-line under the symbol XMMUX on most financial websites. *Barron s* and the *Wall Street Journal s* Monday edition both carry closed-end fund tables that provide additional information. In addition, the Fund issues a quarterly press release that can be found on most major financial websites as well as www.lmcef.com.

In a continuing effort to provide information concerning the Fund, shareholders may call 1-888-777-0102 (toll free), Monday through Friday from 8:00 a.m. to 5:30 p.m. Eastern Time, for the Fund s current NAV, market price and other information.

Thank you for your investment in Western Asset Managed Municipals Fund Inc. As always, we appreciate that you have chosen us to manage your assets and we remain focused on achieving the Fund s investment goals.

Sincerely,

Western Asset Management Company

June 14, 2013

RISKS: The Fund s investments are subject to a number of risks such as liquidity risk, interest rate risk, credit risk, leveraging risk and management risk. As interest rates rise, the price of fixed-income investments declines. Lower rated, higher-yielding bonds are subject to greater credit risk than higher-rated investment grade securities. Municipal securities purchased by the Fund may be adversely affected by changes in the financial condition of municipal issuers and insurers, regulatory and political developments, uncertainties and public perceptions, and other factors. The Fund may make significant investments in derivative instruments. Derivative instruments can be illiquid, may disproportionately increase losses and could have a potentially large impact on Fund performance. Leverage may result in greater volatility of NAV and market price of common shares and may increase a shareholder s risk of loss.

The mention of sector breakdowns is for informational purposes only and should not be construed as a recommendation to purchase or sell any securities. The information provided regarding such sectors is not a sufficient basis upon which to make an investment decision. Investors seeking financial advice regarding the appropriateness of investing in any securities or investment strategies discussed should consult their financial professional. Portfolio holdings are subject to change at any time and may not be representative of the portfolio managers current or future investments. The Fund s portfolio composition is subject to change at any time.

All investments are subject to risk including the possible loss of principal. Past performance is no guarantee of future results. All index performance reflects no deduction for fees, expenses or taxes. Please note that an investor cannot invest directly in an index.

The information provided is not intended to be a forecast of future events, a guarantee of future results or investment advice. Views expressed may differ from those of the firm as a whole.

- i The Federal Reserve Board (Fed) is responsible for the formulation of policies designed to promote economic growth, full employment, stable prices and a sustainable pattern of international trade and payments.
- ii The Barclays Municipal Bond Index is a market value weighted index of investment grade municipal bonds with maturities of one year or more.
- iii The Barclays U.S. Aggregate Index is a broad-based bond index comprised of government, corporate, mortgage- and asset-backed issues, rated investment grade or higher, and having at least one year to maturity.
- iv Duration is the measure of the price sensitivity of a fixed-income security to an interest rate change of 100 basis points. Calculation is based on the weighted average of the present values for all cash flows.
- v Net asset value (NAV) is calculated by subtracting total liabilities and outstanding preferred stock (if any) from the closing value of all securities held by the Fund (plus all other assets) and dividing the result (total investments) by the total number of the common shares outstanding. The NAV fluctuates with changes in the market prices of securities in which the Fund has invested. However, the price at which an investor may buy or sell shares of the Fund is the Fund s market price as determined by supply of and demand for the Fund s shares.
- vi Lipper, Inc., a wholly-owned subsidiary of Reuters, provides independent insight on global collective investments. Returns are based on the twelve-month period ended May 31, 2013, including the reinvestment of all distributions, including returns of capital, if any, calculated among the 74 funds in the Fund s Lipper category.
- vii The yield curve is the graphical depiction of the relationship between the yield on bonds of the same credit quality but different maturities.

Fund at a glance (unaudited)
Investment breakdown (%) as a percent of total investments
The bar graph above represents the composition of the Fund s investments as of May 31, 2013 and May 31, 2012 and does not include derivatives such as futures contracts. The Fund is actively managed. As a result, the composition of the Fund s investments is subject to change at any time.
Represents less than 0.1%.
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Spread duration	(unaudited)
Economic Expos	ure May 31, 2013
Spread duration n	neasures the sensitivity to changes in spreads. The spread over Treasuries is the annual risk-premium demanded by investors t
hold non-Treasury security with posi	y securities. Spread duration is quantified as the % change in price resulting from a 100 basis points change in spreads. For a tive spread duration, an increase in spreads would result in a price decline and a decline in spreads would result in a price art highlights the market sector exposure of the Fund s portfolio and the exposure relative to the selected benchmark as of the
Benchmark MMU	Barclays Municipal Bond Index Western Asset Managed Municipals Fund Inc.
	Western Asset Managed Municipals Fund Inc. 2013 Annual Report 5

Effective duration	n (unaudited)
Interest Rate Exp	posure May 31, 2013
from a 100 basis p	measures the sensitivity to changes in relevant interest rates. Effective duration is quantified as the % change in price resulting oints change in interest rates. For a security with positive effective duration, an increase in interest rates would result in a price ine in interest rates would result in a price increase. This chart highlights the interest rate exposure of the Fund s sectors relative characteristics as of the end of the reporting period.
Benchmark MMU	Barclays Municipal Bond Index Western Asset Managed Municipals Fund Inc.
6 Western Ass	et Managed Municipals Fund Inc. 2013 Annual Report

#### **Schedule of investments**

May 31, 2013

#### Western Asset Managed Municipals Fund Inc.

S	D-4-	Maturity	Face	<b>X</b> 7 - <b>1</b>
Security Municipal Bonds 135.5%	Rate	Date	Amount	Value
Arizona 5.1%				
Greater Arizona Development Authority, Development				
Authority Infrastructure Revenue, Pinal County Road Project,	5 0000	0/1/10	Ф 2.705.000	¢ 4.062.422
NATL	5.000%	8/1/19	\$ 3,705,000	\$ 4,063,422
Phoenix, AZ, Civic Improvement Corp. Airport Revenue	5.000%	7/1/40	5,000,000	5,407,550
Salt Verde, AZ, Financial Corp. Gas Revenue	5.000%	12/1/32	10,000,000	11,185,400
Salt Verde, AZ, Financial Corp. Gas Revenue	5.000%	12/1/37	7,000,000	7,681,310
Salt Verde, AZ, Financial Corp. Senior Gas Revenue	5.250%	12/1/28	2,000,000	2,337,160
Total Arizona				30,674,842
California 22.4%				
Bay Area Toll Authority, CA, Toll Bridge Revenue:				
San Francisco Bay Area	1.250%	4/1/24	7,000,000	7,049,770(a)(b)
San Francisco Bay Area	5.125%	4/1/39	21,700,000	24,182,480
California Health Facilities Financing Authority Revenue,				
Stanford Hospital & Clinics	5.150%	11/15/40	2,000,000	2,202,200
California Housing Finance Agency Revenue, Home				
Mortgage	4.700%	8/1/24	3,100,000	3,033,970(c)
California State PCFA, Water Furnishing Revenue	5.000%	11/21/45	10,000,000	10,035,800(c)
California State PCFA, Water Furnishing Revenue	5.000%	11/21/45	5,000,000	5,159,450
California State Statewide CDA, Student Housing Revenue,				
Provident Group-Pomona Properties LLC	5.750%	1/15/45	1,770,000	1,752,052
California Statewide CDA Revenue, Methodist Hospital				
Project, FHA	6.625%	8/1/29	5,235,000	6,359,740
Garden Grove, CA, Agency for Community Development,				
Tax Allocation, Refunding, AMBAC	5.000%	10/1/29	7,375,000	7,277,355
Imperial Irrigation District, CA, Electric Revenue	5.500%	11/1/41	2,750,000	3,049,200
Los Angeles County, CA, Public Works Financing Authority,				
Lease Revenue:				
Multiple Capital Projects II	5.000%	8/1/32	3,000,000	3,342,330
Multiple Capital Projects II	5.000%	8/1/37	2,750,000	3,003,028
Los Angeles, CA, Convention & Exhibition Center Authority,				
Lease Revenue	5.125%	8/15/22	8,000,000	9,037,520
Los Angeles, CA, Department of Airports Revenue, Los			, ,	, ,
Angeles International Airport	5.000%	5/15/40	7,215,000	7,918,895
M-S-R Energy Authority, CA, Gas Revenue	7.000%	11/1/34	3,000,000	4,099,920
M-S-R Energy Authority, CA, Gas Revenue	6.500%	11/1/39	9,000,000	11,882,610
Modesto, CA, Irrigation District, COP, Capital Improvements	6.000%	10/1/39	6,500,000	7,297,940
Rancho Cucamonga, CA, RDA, Tax Allocation, Rancho	0.00076	10/1/09	0,200,000	.,=>,,>.0
Redevelopment Projects, NATL	5.125%	9/1/30	3,340,000	3,340,468
Sacramento County, CA, COP, Unrefunded Balance, Public	5.125 /6	711130	3,3 10,000	5,5 10, 100
Facilities Project, NATL	5.375%	2/1/19	1,145,000	1,148,550
1 dollidos 110jout, 141111	3.37370	2/1/17	1,115,000	1,110,550

See Notes to Financial Statements.

#### Schedule of investments (cont d)

May 31, 2013

#### Western Asset Managed Municipals Fund Inc.

		Maturity	Face	
Security	Rate	Date	Amount	Value
California continued				
San Bernardino County, CA, COP, Arrowhead Project	5.125%	8/1/24	\$ 5,185,000	\$ 5,689,863
San Mateo County Community College District, COP, NATL	5.000%	10/1/25	3,000,000	3,188,790(d)
Shafter Wasco Irrigation District Revenue, CA, COP	5.000%	11/1/40	5,000,000	5,242,400
Total California				135,294,331
Colorado 10.4%				
Colorado Health Facilities Authority Revenue:				
Catholic Health Initiatives	5.000%	9/1/41	4,000,000	4,214,600
Sisters Leavenworth	5.000%	1/1/35	6,000,000	6,465,720
Denver, CO, City & County Airport Revenue	6.125%	11/15/25	10,945,000	14,476,513(c)(e)
Denver, CO, City & County Airport Revenue, Unrefunded				
Balance	6.125%	11/15/25	13,630,000	13,669,391(c)
Public Authority for Colorado Energy, Natural Gas Purchase				
Revenue	6.500%	11/15/38	18,000,000	24,123,240
Total Colorado				62,949,464
District of Columbia 2.5%				
District of Columbia, Hospital Revenue, Children s Hospital				
Obligation, AGM	5.450%	7/15/35	14,335,000	15,369,270
Florida 10.5%				
Jacksonville, FL, Electric Authority, Electric System Revenue	5.000%	10/1/28	3,305,000	3,345,321
Miami-Dade County, FL, Aviation Revenue	5.000%	10/1/30	6,000,000	6,535,860(c)
Miami-Dade County, FL, Aviation Revenue	5.500%	10/1/41	10,000,000	11,251,700
Miami-Dade County, FL, Aviation Revenue, Miami				
International Airport	5.375%	10/1/35	10,705,000	12,138,935
Miami-Dade County, FL, Expressway Authority Toll System				
Revenue	5.000%	7/1/40	10,000,000	10,635,800
Orange County, FL, Health Facilities Authority Revenue,				
Hospital-Orlando Regional Healthcare	5.000%	11/1/35	4,545,000	4,822,790
Orange County, FL, School Board, COP, AGC	5.500%	8/1/34	8,000,000	8,982,320
Orlando, FL, State Sales Tax Payments Revenue	5.000%	8/1/32	5,000,000	5,602,050
Total Florida			, ,	63,314,776
Georgia 4.6%				, ,
Atlanta, GA, Water & Wastewater Revenue	6.250%	11/1/39	13,000,000	15,748,720
DeKalb, Newton & Gwinnett Counties, GA, Joint			, ,	, ,
Development Authority Revenue, GGC Foundation LLC				
Project	6.125%	7/1/40	6,220,000	7,161,086
Main Street Natural Gas Inc., GA, Gas Project Revenue	5.000%	3/15/22	4,000,000	4,573,360
Total Georgia			,,	27,483,166
Hawaii 1.3%				,,
Hawaii State Airports System Revenue	5.000%	7/1/39	7,000,000	7,698,600
and botto system are conde	2.000,0		,,000,000	.,0.0,000

See Notes to Financial Statements.

#### Western Asset Managed Municipals Fund Inc.

		Maturity	Face	
Security 7.26	Rate	Date	Amount	Value
Illinois 7.2%	E 6050	1/1/25	¢ 6.415.000	¢ 7.210.222
Chicago, IL, O Hare International Airport Revenue	5.625%	1/1/35	\$ 6,415,000	\$ 7,319,322
Chicago, IL, O Hare International Airport Revenue	5.750%	1/1/39	6,000,000	6,856,740
Illinois Finance Authority Revenue:	C 2500	11/1/20	2 445 000	2.007.222
Advocate Health Care & Hospitals Corp. Network	6.250%	11/1/28	2,445,000	2,896,323
Depaul University	6.125%	10/1/40	5,000,000	5,842,600
Memorial Health System	5.500%	4/1/39	7,000,000	7,472,710
Metropolitan Pier & Exposition Authority, IL, Dedicated State	5.2506	6115150	12 000 000	12.042.640
Tax Revenue, McCormick Project	5.250%	6/15/50	12,000,000	12,842,640
Total Illinois				43,230,335
Indiana 3.6%				
Indiana Finance Authority, Wastewater Utility Revenue, CWA	5 0000	10/1/41	5 000 000	5 200 050
Authority	5.000%	10/1/41	5,000,000	5,380,050
Indiana State Finance Authority Revenue, Private	<b>5</b> 0000	5/1///	<b>7</b> 000 000	5 104 100
Activity-Ohio River Bridges East End Crossing Project	5.000%	7/1/44	5,000,000	5,184,100(c)
Indianapolis, IN, Thermal Energy System	5.000%	10/1/25	5,000,000	5,616,500(b)
Richmond, IN, Hospital Authority Revenue, Reid Hospital &	( (25%	1/1/20	<b>5</b> 000 000	5 (20 050
Health Care Services Inc. Project	6.625%	1/1/39	5,000,000	5,638,950
Total Indiana				21,819,600
Iowa 0.3%				
Iowa State Finance Authority Midwestern Disaster Area				
Revenue:	5 0000	10/1/10	050 000	000 700
Iowa Fertilizer Co. Project	5.000%	12/1/19	950,000	980,790
Iowa Fertilizer Co. Project	5.250%	12/1/25	1,100,000	1,135,838
Total Iowa				2,116,628
Kentucky 1.9%				
Louisville & Jefferson County, KY, Metropolitan Government	5.2506	10/1/26	11 000 000	11 500 0 40
Health System Revenue, Norton Healthcare Inc.	5.250%	10/1/36	11,000,000	11,538,340
Louisiana 0.9%				
St. Charles Parish, LA, Gulf Zone Opportunity Zone Revenue,	4.0000	611.100	<b>5</b> 000 000	5 422 500
Valero Refining-New Orleans LLC	4.000%	6/1/22	5,000,000	<b>5,433,500</b> (a)(b)
Maryland 1.3%				
Baltimore, MD, Project Revenue:				
Refunding, Wastewater Projects, FGIC	5.125%	7/1/32	2,500,000	2,506,375
Refunding, Wastewater Projects, FGIC	5.200%	7/1/32	2,000,000	2,005,200
Maryland State Health & Higher EFA Revenue, Johns Hopkins	- 00			
Hospital Issue	5.000%	11/15/26	3,075,000	3,139,698(d)
Total Maryland				7,651,273

See Notes to Financial Statements.

#### Schedule of investments (cont d)

May 31, 2013

#### Western Asset Managed Municipals Fund Inc.

		Maturity	Face	
Security	Rate	Date	Amount	Value
Massachusetts 5.0%				
Massachusetts State DFA Revenue:				
Boston University	5.000%	10/1/29	\$ 3,000,000	\$ 3,413,400
Boston University, AMBAC	5.000%	10/1/39	3,500,000	3,660,545
Broad Institute Inc.	5.250%	4/1/37	8,000,000	8,818,000
Massachusetts State HEFA Revenue, Suffolk University	5.750%	7/1/39	8,000,000	9,037,440
Massachusetts State Housing Finance Agency Revenue	7.000%	12/1/38	4,575,000	5,044,029
Total Massachusetts				29,973,414
Michigan 2.1%				
Lansing, MI, Board of Water & Light Utility System Revenue Royal Oak, MI, Hospital Finance Authority Revenue, William	5.000%	7/1/37	7,000,000	7,795,130
Beaumont Hospital	8.250%	9/1/39	4,000,000	5,048,440
Total Michigan	0.2007	,, ,, ,,	1,000,000	12,843,570
Minnesota 0.2%				,,
Dakota County, MN, CDA, MFH Revenue, Southfork				
Apartments, LIQ-FNMA	5.625%	2/1/26	1,500,000	1,500,660
Missouri 2.2%			-,,	-,,
Kansa City, MO, Water Revenue	5.250%	12/1/32	1,000,000	1,159,130
Missouri State HEFA Revenue, Children s Mercy Hospital	5.625%	5/15/39	6,000,000	6,537,660
Platte County, MO, IDA Revenue, Refunding & Improvement	0.020 /0	0,10,00	0,000,000	0,007,000
Zona Rosa Retail Project	5.000%	12/1/32	5,000,000	5,443,350
Total Missouri	2.00070	12/1/02	2,000,000	13,140,140
Nebraska 0.5%				,,
Nebraska Public Power Generation Agency Revenue, Whelan				
Energy Center Unit 2-A, AMBAC	5.000%	1/1/25	3,000,000	3,259,020
Nevada 2.2%	2.00070	1, 1, 20	2,000,000	0,20>,020
Reno, NV, Hospital Revenue, Washoe Medical Centre, AGM	5.500%	6/1/33	12,750,000	13,447,935
New Jersey 10.4%			,,,,,,,,	,,
New Jersey State EDA Revenue	5.000%	6/15/26	2,500,000	2,773,800
New Jersey State EDA Revenue:			, ,	,,
Continental Airlines Inc. Project	4.875%	9/15/19	3,000,000	3,092,160(c)
Continental Airlines Inc. Project	5.125%	9/15/23	2,000,000	2,140,920(c)
Continental Airlines Inc. Project	5.250%	9/15/29	3,000,000	3,183,150(c)
School Facilities Construction	1.750%	3/1/28	15,000,000	15,330,750(b)
New Jersey State Higher Education Assistance Authority,		2, 1, 2	,,	,,,(-)
Student Loan Revenue	5.625%	6/1/30	12,320,000	13,417,835
New Jersey State Higher Education Assistance Authority,		0, 2, 2	,,	,,
Student Loan Revenue, AGC	6.125%	6/1/30	10,000,000	10,961,900(c)
New Jersey State Housing & Mortgage Finance Agency	0.125 /0	0/1/50	10,000,000	10,701,700(0)
Revenue	6.375%	10/1/28	4,145,000	4,348,230
Revenue	0.31370	10/1/20	7,173,000	7,570,250

See Notes to Financial Statements.

#### Western Asset Managed Municipals Fund Inc.

		Maturity	Face	
Security	Rate	Date	Amount	Value
New Jersey continued		=		
New Jersey State Turnpike Authority Revenue	0.600%	1/1/17	\$ 5,000,000	\$ 5,003,500(b)
New Jersey State Turnpike Authority Revenue	0.800%	1/1/18	2,500,000	2,501,975(a)(b)
Total New Jersey				62,754,220
New Mexico 1.0%				
New Mexico State Hospital Equipment Loan Council,				
Hospital Revenue, Presbyterian Healthcare Services	6.125%	8/1/28	5,000,000	5,792,750
New York 11.7%				
Liberty, NY, Development Corporation Revenue:				
Goldman Sachs Headquarters	5.250%	10/1/35	4,000,000	4,636,160
Goldman Sachs Headquarters	5.500%	10/1/37	8,985,000	10,768,972
Long Island Power Authority, NY, Electric System Revenue	6.000%	5/1/33	24,570,000	28,894,566
MTA, NY, Revenue	5.250%	11/15/40	5,000,000	5,486,550
New York City, NY, Municipal Water Finance Authority,				
Water & Sewer Systems Revenue, Second General				
Resolution Fiscal 2013	5.000%	6/15/47	5,000,000	5,478,900
New York City, NY, TFA, Building Aid Revenue	5.000%	1/15/32	4,000,000	4,432,000
New York Liberty Development Corp., Liberty Revenue:				
4 World Trade Center LLC Project	5.750%	11/15/51	5,000,000	5,760,950
Second Priority, Bank of America Tower	5.125%	1/15/44	1,000,000	1,086,520
Port Authority of New York & New Jersey	5.000%	1/15/41	3,820,000	4,197,148
Total New York				70,741,766
North Carolina 0.7%				
Harnett County, NC, GO:				
Custody Receipts, AMBAC	5.250%	6/1/24	1,505,000	1,579,889(d)
Custody Receipts, AMBAC	5.250%	6/1/24	110,000	114,722
North Carolina Capital Facilities Finance Agency,			,	,
Educational Facilities Revenue:				
Elizabeth City State University Housing Foundation LLC				
Project, AMBAC	5.000%	6/1/23	1,000,000	1,000,480
Elizabeth City State University Housing Foundation LLC			, ,	, ,
Project, AMBAC	5.000%	6/1/33	1,250,000	1,250,125
Total North Carolina			, ,	3,945,216
Ohio 2.4%				-, -, -
Hamilton County, OH, Hospital Facilities Revenue,				
Cincinnati Children s Hospital, FGIC	5.250%	5/15/23	2,000,000	2,046,460
JobsOhio Beverage System Statewide Liquor Profits			,,	,,
Revenue	5.000%	1/1/38	8,000,000	8,777,600
Ohio State Water Development Authority, Environmental	2.000,0	1,1,50	2,200,000	5,7,7,000
Improvement Revenue, U.S. Steel Corp. Project	6.600%	5/1/29	3,000,000	3,423,180
Total Ohio	0.000 /0	3/1/27	2,000,000	14,247,240
20000 0000				1,27,270

See Notes to Financial Statements.

#### Schedule of investments (cont d)

May 31, 2013

#### Western Asset Managed Municipals Fund Inc.

Oregon State Housing & Community Services Department, Mortgage Revenue, Single-Family Mortgage Program         5.050%         7/1/26         \$ 915,000         \$ 943,804(c)           Umatilla County, OR, Hospital Facility Authority Revenue:         5.000%         5/1/32         535,000         546,840           Catholic Health Initiatives         5.000%         5/1/32         465,000         484,790(d)           Catholic Health Initiatives         5.000%         5/1/32         465,000         484,790(d)           Total Oregon         1,975,434           Pennsylvania 2.3%           Pennsylvania State Public School Building Authority Lease         8         66/1/33         7,255,000         7,673,033           Revenue, Philadelphia School District Project, AGM         5.000%         6/1/33         7,255,000         7,673,033           Revenue, Philadelphia School District Project, AGM         5.00%         12/1/41         6,000,000         7,633,033           Pennsylvania         State Turpike Commission Revenue         5.250%         12/1/41         6,000,000         7,643,680           Total Pennsylvania         State Turpike Commission Revenue         5.250%         7/1/38         5,000,000         5,037,100           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.			Maturity	Face	
Oregon State Housing & Community Services Department, Mortgage Revenue, Single-Family Mortgage Program   5.050%   7/1/26   \$915,000   \$943,804(c)   Umatilla County, OR, Hospital Facility Authority Revenue:	Security	Rate	Date	Amount	Value
Mortgage Revenue, Single-Family Mortgage Program   5.050%   7/1/26   \$915,000   \$943,804(c)   Umatilla County, OR, Hospital Facility Authority Revenue:   Catholic Health Initiatives   5.000%   5/1/32   353,000   546,840   Catholic Health Initiatives   5.000%   5/1/32   465,000   484,790(d)   701d Oregon   1.975,434   701d Oreg					
Umatilla County, OR, Hospital Facility Authority Revenue:   Catholic Health Initiatives   5.000%   5/1/32   353,000   546,840     Catholic Health Initiatives   5.000%   5/1/32   465,000   484,790(d)     Total Oregon   1,975,434     Pennsylvania   2.3%     Pennsylvania   State Public School Building Authority Lease     Revenue, Philadelphia School District Project, AGM   5.000%   6/1/33   7,255,000   7,673,033     Pennsylvania   State Turnpike Commission Revenue   5.250%   12/1/41   6,000,000   6,463,680     Total Pennsylvania   14,136,713     Puerto Rico   6.3%     Puerto Rico   Sales Tax Financing Corp., Sales Tax Revenue   5.500%   8/1/37   6,000,000   6,418,920     Puerto Rico   Sales Tax Financing Corp., Sales Tax Revenue   5.250%   8/1/41   5,550,000   5,781,213     Puerto Rico   Sales Tax Financing Corp., Sales Tax Revenue   5.250%   8/1/41   5,550,000   5,781,213     Puerto Rico   Sales Tax Financing Corp., Sales Tax Revenue   5.000%   8/1/42   4,000,000   4,391,280     Puerto Rico   Sales Tax Financing Corp., Sales Tax Revenue   5.000%   8/1/42   4,000,000   4,391,280     Puerto Rico   Sales Tax Financing Corp., Sales Tax Revenue   5.000%   8/1/43   10,000,000   10,173,600     Puerto Rico   Sales Tax Financing Corp., Sales Tax Revenue   5.000%   8/1/43   10,000,000   10,173,600     Puerto Rico   Sales Tax Financing Corp., Sales Tax Revenue   5.000%   8/1/45   6,175,000   6,495,421     Total Puerto Rico   Sales Tax Financing Corp., Sales Tax Revenue   5.000%   8/1/46   6,175,000   6,495,421     Total Puerto Rico   Sales Tax Financing Corp., Sales Tax Financing Corp., Sales Tax Financing Corp., Sales Tax Financing Corp.					
Catholic Health Initiatives         5.000%         51/132         535,000         546,840           Catholic Health Initiatives         5.000%         5/1/32         465,000         484,790(d)           Total Oregon         1,975,434         1,975,434           Pennsylvania 2.3%         Pennsylvania State Public School Building Authority Lease         Revenue, Philadelphia School District Project, AGM         5.000%         6/1/33         7,255,000         7,673,033           Pennsylvania State Turnpike Commission Revenue         5.250%         12/1/41         6,000,000         6,463,680           Total Pennsylvania         14,136,713         14,136,713         14,136,713           Puerto Rico Electric Power Authority Revenue         5.500%         7/1/38         5,000,000         6,463,680           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.750%         8/1/37         6,000,000         6,418,920           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.250%         8/1/41         5,550,000         5,781,213           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/42         4,000,000         4,391,280           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/46         6,175,000         6,785,201           Revenu		5.050%	7/1/26	\$ 915,000	\$ 943,804(c)
Catholic Health Initiatives	Umatilla County, OR, Hospital Facility Authority Revenue:				
Total Oregon	Catholic Health Initiatives	5.000%	5/1/32	,	,
Pennsylvania 2.3%           Pennsylvania State Public School Building Authority Lease         8           Revenue, Philadelphia School District Project, AGM         5.000%         6/1/33         7,255,000         7,673,033           Pennsylvania State Turmpike Commission Revenue         5.250%         12/1/41         6,000,000         6,463,680           Total Pennsylvania         14,136,713         14,136,713         14,136,713           Puerto Rico 6.3%         7/1/38         5,000,000         5,037,100           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.750%         8/1/37         6,000,000         6,418,920           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.250%         8/1/41         5,550,000         5,781,213           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         6.000%         8/1/42         4,000,000         4,391,280           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/46         6,175,000         6,495,421           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/46         6,175,000         6,495,421           Total Puerto Rico         7.000%         5/15/39         5,000,000         5,783,600           Revenue, Hospital Financing         7.000% <t< td=""><td></td><td>5.000%</td><td>5/1/32</td><td>465,000</td><td></td></t<>		5.000%	5/1/32	465,000	
Pennsylvania State Public School Building Authority Lease   Revenue, Philadelphia School District Project, AGM   5.000%   6.11/33   7.255,000   7.673,033   Pennsylvania State Turnpike Commission Revenue   5.250%   121/141   6,000,000   6,463,680   14,136,713   Puerto Rico   6.3%	Total Oregon				1,975,434
Revenue, Philadelphia School District Project, AGM   5.000%   6/1/33   7,255,000   7,673,033   Pennsylvania State Turnpike Commission Revenue   5.250%   12/1/41   6,000,000   6,463,680   14/136,713	Pennsylvania 2.3%				
Pennsylvania State Turnpike Commission Revenue   5.250%   12/1/41   6,000,000   6,463,680   14,136,713   14	Pennsylvania State Public School Building Authority Lease				
Puerto Rico   6.3%   14,136,713     Puerto Rico   6.3%   7/1/38   5,000,000   5,037,100     Puerto Rico   5.50%   8/1/37   6,000,000   6,418,920     Puerto Rico   5.250%   8/1/37   6,000,000   6,418,920     Puerto Rico   5.250%   8/1/41   5,550,000   5,781,213     Puerto Rico   5.250%   8/1/41   5,550,000   5,781,213     Puerto Rico   5.250%   8/1/41   5,550,000   5,781,213     Puerto Rico   5.250%   8/1/42   4,000,000   4,391,280     Puerto Rico   5.250%   8/1/43   10,000,000   10,173,600     Puerto Rico   5.250%   8/1/43   10,000,000   10,173,600     Puerto Rico   5.250%   8/1/45   10,000,000   10,173,600     Rhode Island   1.0%   1.0%   1.0%   1.0%   1.0%     Rovenue, Hospital Financing   5.250%   7,1/40   5,000,000   5,783,600     S.783,600   5,783,600     S	Revenue, Philadelphia School District Project, AGM	5.000%	6/1/33	7,255,000	7,673,033
Puerto Rico   6.3%	Pennsylvania State Turnpike Commission Revenue	5.250%	12/1/41	6,000,000	6,463,680
Puerto Rico Electric Power Authority Revenue         5.500%         7/1/38         5,000,000         5,037,100           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.750%         8/1/37         6,000,000         6,418,920           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.250%         8/1/41         5,550,000         5,781,213           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         6.000%         8/1/42         4,000,000         4,391,280           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/43         10,000,000         10,173,600           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/46         6,175,000         6,495,421           Total Puerto Rico         38,297,534         8/1/46         6,175,000         6,495,421           Total Puerto Rico         7.000%         5/15/39         5,000,000         5,783,600           Revenue, Hospital Financing         7.000%         5/15/39         5,000,000         5,783,600           South Carolina O.5%         5         7/1/40         2,500,000         2,752,200           Tennessee O.1%         4         8/1/17         605,000         606,222           Texas 13.7%         8/1/17         605,000         8,28	Total Pennsylvania				14,136,713
Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.750%         8/1/37         6,000,000         6,418,920           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.250%         8/1/41         5,550,000         5,781,213           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         6.000%         8/1/42         4,000,000         4,391,280           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/43         10,000,000         10,173,600           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/46         6,75,000         10,173,600           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/46         6,175,000         10,173,600           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/46         6,175,000         10,475,421           Total Puerto Rico         8         8/1/46         6,175,000         38,297,534           Rhode Island State Health & Educational Building Corp.,         7.000%         5/15/39         5,000,000         5,783,600           South Carolina State Ports Authority Revenue         5.250%         7/1/40         2,500,000         2,752,200           Tennessee 0.1%         1%         8/1/17         605,000         606,222	Puerto Rico 6.3%				
Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.250%         8/1/41         5,550,000         5,781,213           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         6.000%         8/1/42         4,000,000         4,391,280           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/43         10,000,000         10,173,600           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/46         6,175,000         6,495,421           Total Puerto Rico         38,297,534         38,297,534         38,297,534         38,297,534           Rhode Island 1.0%         Rhode Island State Health & Educational Building Corp.,         5,15/39         5,000,000         5,783,600           South Carolina 0.5%         5,000,000         5,783,600         5,783,600         5,783,600         2,752,200           Tennessee 0.1%         Hardeman County, TN, Correctional Facilities Corp.,         7,750%         8/1/17         605,000         606,222           Texas 13.7%           Dallas-Fort Worth, TX, International Airport Revenue:         5,000%         11/1/38         8,000,000         8,282,720(c)           Joint Improvement         5,000%         11/1/45         10,000,000         10,714,600           Harris County, TX, Cultural Educa	Puerto Rico Electric Power Authority Revenue	5.500%	7/1/38	5,000,000	5,037,100
Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         6.000%         8/1/42         4,000,000         4,391,280           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/43         10,000,000         10,173,600           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/46         6,175,000         6,495,421           Total Puerto Rico         38,297,534           Rhode Island 1.0%         1.0%         1.0%         1.0%           Rhode Island State Health & Educational Building Corp.,         2.000%         5/15/39         5,000,000         5,783,600           South Carolina 0.5%         5.250%         7/1/40         2,500,000         2,752,200           Tennessee 0.1%         1.00         1.0         4.0	Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue	5.750%	8/1/37	6,000,000	6,418,920
Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/43         10,000,000         10,173,600           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/46         6,175,000         6,495,421           Total Puerto Rico         38,297,534           Rhode Island 1.0%         1.0%         5/15/39         5,000,000         5,783,600           Revenue, Hospital Financing         7.000%         5/15/39         5,000,000         5,783,600           South Carolina 0.5%         5         7/1/40         2,500,000         2,752,200           South Carolina State Ports Authority Revenue         5.250%         7/1/40         2,500,000         2,752,200           Tennessee 0.1%         Hardeman County, TN, Correctional Facilities Corp.,         5.250%         8/1/17         605,000         606,222           Texas 13.7%         Dallas-Fort Worth, TX, International Airport Revenue:         5.000%         11/1/38         8,000,000         8,282,720(c)           Joint Improvement         5.000%         11/1/45         10,000,000         10,714,600           Harris County, TX, Cultural Education Facilities Finance Corp.         6/1/23         4,500,000         4,525,245(b)	Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue	5.250%	8/1/41	5,550,000	5,781,213
Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/43         10,000,000         10,173,600           Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue         5.000%         8/1/46         6,175,000         6,495,421           Total Puerto Rico         38,297,534           Rhode Island 1.0%         1.0%         5/15/39         5,000,000         5,783,600           Revenue, Hospital Financing         7.000%         5/15/39         5,000,000         5,783,600           South Carolina 0.5%         5         7/1/40         2,500,000         2,752,200           South Carolina State Ports Authority Revenue         5.250%         7/1/40         2,500,000         2,752,200           Tennessee 0.1%         Hardeman County, TN, Correctional Facilities Corp.,         5.250%         8/1/17         605,000         606,222           Texas 13.7%         Dallas-Fort Worth, TX, International Airport Revenue:         5.000%         11/1/38         8,000,000         8,282,720(c)           Joint Improvement         5.000%         11/1/45         10,000,000         10,714,600           Harris County, TX, Cultural Education Facilities Finance Corp.         6/1/23         4,500,000         4,525,245(b)	Puerto Rico Sales Tax Financing Corp., Sales Tax Revenue	6.000%	8/1/42	4,000,000	4,391,280
Total Puerto Rico         38,297,534           Rhode Island 1.0%         1.00%         5.15/39         5.000,000         5.783,600           Revenue, Hospital Financing         7.000%         5/15/39         5,000,000         5,783,600           South Carolina 0.5%         7/1/40         2,500,000         2,752,200           Tennessee 0.1%           Hardeman County, TN, Correctional Facilities Corp.,         8/1/17         605,000         606,222           Texas 13.7%         Dallas-Fort Worth, TX, International Airport Revenue:           Joint Improvement         5.000%         11/1/38         8,000,000         8,282,720(c)           Joint Improvement         5.000%         11/1/45         10,000,000         10,714,600           Harris County, TX, Cultural Education Facilities Finance Corp.         Revenue, Memorial Herman Health System         1.100%         6/1/23         4,500,000         4,525,245(b)		5.000%	8/1/43	10,000,000	10,173,600
Total Puerto Rico         38,297,534           Rhode Island 1.0%         1.00%         5.15/39         5.000,000         5.783,600           Revenue, Hospital Financing         7.000%         5/15/39         5,000,000         5,783,600           South Carolina 0.5%         7/1/40         2,500,000         2,752,200           Tennessee 0.1%           Hardeman County, TN, Correctional Facilities Corp.,         8/1/17         605,000         606,222           Texas 13.7%         Dallas-Fort Worth, TX, International Airport Revenue:           Joint Improvement         5.000%         11/1/38         8,000,000         8,282,720(c)           Joint Improvement         5.000%         11/1/45         10,000,000         10,714,600           Harris County, TX, Cultural Education Facilities Finance Corp.         Revenue, Memorial Herman Health System         1.100%         6/1/23         4,500,000         4,525,245(b)		5.000%	8/1/46	6,175,000	6,495,421
Rhode Island 1.0%         Rhode Island State Health & Educational Building Corp.,         Revenue, Hospital Financing       7.000%       5/15/39       5,000,000       5,783,600         South Carolina 0.5%         South Carolina State Ports Authority Revenue       5.250%       7/1/40       2,500,000       2,752,200         Tennessee 0.1%         Hardeman County, TN, Correctional Facilities Corp.,         Correctional Facilities Revenue       7.750%       8/1/17       605,000       606,222         Texas 13.7%         Dallas-Fort Worth, TX, International Airport Revenue:         Joint Improvement       5.000%       11/1/38       8,000,000       8,282,720(c)         Joint Improvement       5.000%       11/1/45       10,000,000       10,714,600         Harris County, TX, Cultural Education Facilities Finance Corp.         Revenue, Memorial Herman Health System       1.100%       6/1/23       4,500,000       4,525,245(b)					38,297,534
Revenue, Hospital Financing       7.000%       5/15/39       5,000,000       5,783,600         South Carolina 0.5%       0.1%       7/1/40       2,500,000       2,752,200         Tennessee 0.1%       0.1%       1.100%       8/1/17       605,000       606,222         Hardeman County, TN, Correctional Facilities Corp.,       7.750%       8/1/17       605,000       606,222         Texas 13.7%       0.000       11/1/38       8,000,000       8,282,720(c)         Joint Improvement       5.000%       11/1/38       8,000,000       10,714,600         Harris County, TX, Cultural Education Facilities Finance Corp.       Revenue, Memorial Herman Health System       1.100%       6/1/23       4,500,000       4,525,245(b)	Rhode Island 1.0%				
Revenue, Hospital Financing       7.000%       5/15/39       5,000,000       5,783,600         South Carolina 0.5%       0.1%       7/1/40       2,500,000       2,752,200         Tennessee 0.1%       0.1%       1.100%       8/1/17       605,000       606,222         Hardeman County, TN, Correctional Facilities Corp.,       7.750%       8/1/17       605,000       606,222         Texas 13.7%       0.000       11/1/38       8,000,000       8,282,720(c)         Joint Improvement       5.000%       11/1/38       8,000,000       10,714,600         Harris County, TX, Cultural Education Facilities Finance Corp.       Revenue, Memorial Herman Health System       1.100%       6/1/23       4,500,000       4,525,245(b)	Rhode Island State Health & Educational Building Corp.,				
South Carolina 0.5%           South Carolina State Ports Authority Revenue         5.250%         7/1/40         2,500,000         2,752,200           Tennessee 0.1%           Hardeman County, TN, Correctional Facilities Corp.,           Correctional Facilities Revenue         7.750%         8/1/17         605,000         606,222           Texas 13.7%           Dallas-Fort Worth, TX, International Airport Revenue:           Joint Improvement         5.000%         11/1/38         8,000,000         8,282,720(c)           Joint Improvement         5.000%         11/1/45         10,000,000         10,714,600           Harris County, TX, Cultural Education Facilities Finance Corp.         Revenue, Memorial Herman Health System         1.100%         6/1/23         4,500,000         4,525,245(b)		7.000%	5/15/39	5,000,000	5,783,600
Tennessee 0.1%         Hardeman County, TN, Correctional Facilities Corp.,         Correctional Facilities Revenue       7.750%       8/1/17       605,000       606,222         Texas 13.7%         Dallas-Fort Worth, TX, International Airport Revenue:         Joint Improvement       5.000%       11/1/38       8,000,000       8,282,720(c)         Joint Improvement       5.000%       11/1/45       10,000,000       10,714,600         Harris County, TX, Cultural Education Facilities Finance Corp.         Revenue, Memorial Herman Health System       1.100%       6/1/23       4,500,000       4,525,245(b)	South Carolina 0.5%				
Tennessee 0.1%         Hardeman County, TN, Correctional Facilities Corp.,         Correctional Facilities Revenue       7.750%       8/1/17       605,000       606,222         Texas 13.7%         Dallas-Fort Worth, TX, International Airport Revenue:         Joint Improvement       5.000%       11/1/38       8,000,000       8,282,720(c)         Joint Improvement       5.000%       11/1/45       10,000,000       10,714,600         Harris County, TX, Cultural Education Facilities Finance Corp.         Revenue, Memorial Herman Health System       1.100%       6/1/23       4,500,000       4,525,245(b)	South Carolina State Ports Authority Revenue	5.250%	7/1/40	2,500,000	2,752,200
Correctional Facilities Revenue       7.750%       8/1/17       605,000       606,222         Texas 13.7%         Dallas-Fort Worth, TX, International Airport Revenue:         Joint Improvement       5.000%       11/1/38       8,000,000       8,282,720(c)         Joint Improvement       5.000%       11/1/45       10,000,000       10,714,600         Harris County, TX, Cultural Education Facilities Finance Corp.       Revenue, Memorial Herman Health System       1.100%       6/1/23       4,500,000       4,525,245(b)	Tennessee 0.1%				
Texas 13.7%         Dallas-Fort Worth, TX, International Airport Revenue:         Joint Improvement       5.000%       11/1/38       8,000,000       8,282,720(c)         Joint Improvement       5.000%       11/1/45       10,000,000       10,714,600         Harris County, TX, Cultural Education Facilities Finance Corp.         Revenue, Memorial Herman Health System       1.100%       6/1/23       4,500,000       4,525,245(b)	Hardeman County, TN, Correctional Facilities Corp.,				
Texas 13.7%         Dallas-Fort Worth, TX, International Airport Revenue:         Joint Improvement       5.000%       11/1/38       8,000,000       8,282,720(c)         Joint Improvement       5.000%       11/1/45       10,000,000       10,714,600         Harris County, TX, Cultural Education Facilities Finance Corp.         Revenue, Memorial Herman Health System       1.100%       6/1/23       4,500,000       4,525,245(b)	Correctional Facilities Revenue	7.750%	8/1/17	605,000	606,222
Joint Improvement         5.000%         11/1/38         8,000,000         8,282,720(c)           Joint Improvement         5.000%         11/1/45         10,000,000         10,714,600           Harris County, TX, Cultural Education Facilities Finance Corp.         Revenue, Memorial Herman Health System         1.100%         6/1/23         4,500,000         4,525,245(b)	Texas 13.7%				
Joint Improvement         5.000%         11/1/38         8,000,000         8,282,720(c)           Joint Improvement         5.000%         11/1/45         10,000,000         10,714,600           Harris County, TX, Cultural Education Facilities Finance Corp.         Revenue, Memorial Herman Health System         1.100%         6/1/23         4,500,000         4,525,245(b)	Dallas-Fort Worth, TX, International Airport Revenue:				
Joint Improvement         5.000%         11/1/45         10,000,000         10,714,600           Harris County, TX, Cultural Education Facilities Finance Corp.         8         1.100%         6/1/23         4,500,000         4,525,245(b)		5.000%	11/1/38	8,000,000	8,282,720(c)
Revenue, Memorial Herman Health System 1.100% 6/1/23 4,500,000 4,525,245(b)		5.000%	11/1/45	10,000,000	10,714,600
	Harris County, TX, Cultural Education Facilities Finance Corp.				
Harris County TV Health Eggilities Development Corp	Revenue, Memorial Herman Health System	1.100%	6/1/23	4,500,000	4,525,245(b)
Harris County, 17A, ricaim Facinaes Development Colp.,	Harris County, TX, Health Facilities Development Corp.,				
School Health Care System Revenue 5.750% 7/1/27 1,000,000 1,285,840(e)		5.750%	7/1/27	1,000,000	1,285,840(e)
Love Field Airport Modernization Corp., TX, Special Facilities				, ,	
Revenue, Southwest Airlines Co. Project 5.250% 11/1/40 15,000,000 16,161,150		5.250%	11/1/40	15,000,000	16,161,150
North Texas Tollway Authority Revenue 5.750% 1/1/33 5,000,000 5,583,250					
North Texas Tollway Authority Revenue 5.750% 1/1/40 15,000,000 16,790,550					
Texas Municipal Gas Acquisition & Supply Corp. I, Gas				- , , •	- , ,
Supply Revenue 5.625% 12/15/17 1,765,000 1,944,836		5.625%	12/15/17	1,765,000	1,944,836

See Notes to Financial Statements.

#### Western Asset Managed Municipals Fund Inc.

Security	Rate	Maturity Date	Face Amount	Value
Texas continued				
Texas Private Activity Bond Surface				
Transportation Corp. Revenue, LBJ				
Infrastructure Group LLC	7.000%	6/30/40	\$7,000,000	\$ 8,488,200
Texas State Municipal Gas Acquisition &	,,,,,,,	0.00.0	4.,,	+ 0,100,000
Supply Corp. III, Gas Supply Revenue	5.000%	12/15/27	8,550,000	9,221,773
Total Texas	2.000 /	12,10,21	0,220,000	82,998,164
Virginia 0.9%				02,230,101
Virginia State Small Business Financing Authority Revenue:				
Elizabeth River Crossings OpCo LLC				
Project	5.250%	1/1/32	3,000,000	3,216,780(c)
Elizabeth River Crossings OpCo LLC	0.20070	1,1,02	2,000,000	0,210,700(0)
Project	5.500%	1/1/42	2,000,000	2,139,860(c)
Total Virginia		-, -, -	_,,	5,356,640
Total Investments before Short-Term Investments (Cost	\$745,041,393)			818,126,563
Short-Term Investments 2.9%	ψ, 10,0 11,0 ,0 )			010,120,000
Illinois 0.3%				
Illinois DFA, IDR, Profile Packaging Inc.				
Project, LOC-LaSalle Bank N.A.	0.360%	7/1/18	2,000,000	<b>2,000,000</b> (c)(f)(g)
Maryland 0.1%	0.50070	771710	2,000,000	2,000,000(c)(1)(g)
Montgomery County, MD, Housing				
Opportunities Commission, Multi-Family				
Revenue, Housing Oak Mill II Apartments,				
LOC-Bank of America N.A.	0.170%	5/1/26	600,000	<b>600,000</b> (f)(g)
New York 0.8%	0.17070	3/1/20	000,000	000,000(1)(g)
New York City, NY, GO:				
LIQ-Dexia Credit Local	0.380%	4/1/35	300,000	300,000(f)(g)
SPA-Dexia Credit Local	0.400%	8/1/28	2,100,000	2,100,000(f)(g)
New York City, NY, MFA, Water & Sewer	0.10070	0/1/20	2,100,000	2,100,000(1)(g)
System Revenue, Second General				
Resolution, SPA-Dexia Credit Local	0.390%	6/15/32	2,000,000	2,000,000(f)(g)
New York City, NY, TFA Revenue:	0.570 %	0/13/32	2,000,000	2,000,000(1)(g)
Future Tax Secured, SPA-Dexia Credit				
Local	0.370%	8/1/31	300,000	300,000(f)(g)
New York City Recovery Project Revenue,	0.57070	0/1/31	200,000	300,000(I)(g)
Subordinated, LIQ-Dexia Credit Local	0.400%	11/1/22	300,000	300,000(f)(g)
Total New York	0.100%	11/1/22	500,000	5,000,000
North Carolina 0.3%				3,000,000
Charlotte, NC:				
Water & Sewer System Revenue,				
SPA-Depfa Bank PLC	0.120%	7/1/36	1,360,000	1,360,000(f)(g)
Water & Sewer System Revenue,	0.12070	7/1/30	1,500,000	1,500,000(1)(g)
SPA-Wells Fargo Bank N.A.	0.120%	7/1/27	500,000	500,000(f)(g)
Guilford County, NC, GO, SPA-Wells	0.12070	771727	500,000	500,000(1)(g)
Fargo Bank N.A.	0.120%	3/1/25	150,000	150,000(f)(g)
Total North Carolina	0.12070	3/1/23	150,000	2,010,000
Pennsylvania 1.4%				2,010,000
Delaware County Authority, PA, White				
Horse Village Inc. Project, LOC-Citizens				
Bank N.A.	0.130%	7/1/36	200,000	200,000(f)(g)
Dalik IV.A.	0.13070	//1/30	200,000	200,000(1)(g)

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#### Schedule of investments (cont d)

May 31, 2013

#### Western Asset Managed Municipals Fund Inc.

Security	Rate	Maturity Date	Face Amount	Value
Pennsylvania continued				
Pennsylvania State Turnpike Commission,				
Registration Fee Revenue, Refunding, AGM,				
SPA-JPMorgan Chase	0.170%	7/15/41	\$7,900,000	\$ 7,900,000(f)(g)
Total Pennsylvania				8,100,000
<b>Total Short-Term Investments (Cost</b>				
\$17,710,000)				17,710,000
<b>Total Investments</b> 138.4% (Cost				
\$762,751,393#)				835,836,563
Auction Rate Cumulative Preferred Stock, at Liquidation	on Value (41.4)%			(250,000,000)
Other Assets in Excess of Liabilities 3.0%				18,098,843
Total Net Assets 100.0%				\$ 603,935,406

- (a) Maturity date shown represents the mandatory tender date.
- (b) Variable rate security. Interest rate disclosed is as of the most recent information available.
- (c) Income from this issue is considered a preference item for purposes of calculating the alternative minimum tax (AMT).
- (d) Pre-Refunded bonds are escrowed with U.S. government obligations and/or U.S. government agency securities and are considered by the manager to be triple-A rated even if issuer has not applied for new ratings.
- (e) Bonds are escrowed to maturity by government securities and/or U.S. government agency securities and are considered by the manager to be triple-A rated even if issuer has not applied for new ratings.
- (f) Variable rate demand obligations have a demand feature under which the Fund can tender them back to the issuer or liquidity provider on no more than 7 days notice.
- (g) Maturity date shown is the final maturity date. The security may be sold back to the issuer before final maturity.
- # Aggregate cost for federal income tax purposes is \$762,124,009.

#### See Notes to Financial Statements.

#### Western Asset Managed Municipals Fund Inc.

#### **Abbreviations used in this schedule:**

AGC	Assured Guaranty Corporation	Insured Bonds
AGM		Assured Guaranty Municipal Corporation Insured Bonds
AMBAG		American Municipal Bond Assurance Corporation
CDA		Communities Development Authority
COP	Certificates of Participation	
DFA		Development Finance Agency
EDA		Economic Development Authority
EFA		Educational Facilities Authority
FGIC		Financial Guaranty Insurance Company Insured Bonds
FHA		Federal Housing Administration
FNMA		Federal National Mortgage Association
GO		General Obligation
HEFA		Health & Educational Facilities Authority
IDA		Industrial Development Authority
IDR		Industrial Development Revenue
LIQ		Liquidity Facility
LOC		Letter of Credit
MFA		Municipal Finance Authority
MFH		Multi-Family Housing
MTA		Metropolitan Transportation Authority
NATL		National Public Finance Guarantee Corporation Insured Bonds
PCFA		Pollution Control Financing Authority
RDA		Redevelopment Agency
SPA		Standby Bond Purchase Agreement Insured Bonds
TFA		Transitional Finance Authority

#### **Summary of Investments by Industry** (unaudited)

Transportation		23.9%
	Industrial Revenue	16.5
	Health Care	13.9
	Education	9.8
	Special Tax Obligation	8.4
	Power	7.9
	Water & Sewer	5.7
	Leasing	5.5
	Pre-Refunded/Escrowed to Maturity	4.5
	Housing	1.8

Local General Obligation	0.0
Short-Term Investments	2.1
	100.0%

As a percentage of total investments. Please note that Fund holdings are as of May 31, 2013 and are subject to change.

Represents less than 0.1%.

See Notes to Financial Statements.

Schedule of investments (cont d)				
May 31, 2013				
Western Asset Managed Municipals Fund Inc.				
Ratings Table* (unaudited)				
A BBB/Baa BB/Ba B/B A-1/VMIG 1 NR	4.9% 29.2 52.0 9.1 0.7 1.0 2.1 1.0 <b>00.0</b> %			
* As a percentage of total investments.				
** The ratings shown are based on each portfolio security s rating as determined by Standard & Poor s, Moody s or Fitch, each a Nationall Recognized Statistical Rating Organization ( NRSRO ). These ratings are the opinions of the NRSRO and are not measures of quality or guarantees of performance. Securities may be rated by other NRSROs, and these ratings may be higher or lower. In the event that a security is rated by multiple NRSROs and receives different ratings, the Fund will treat the security as being rated in the highest rating category received from a NRSRO.				
See Notes to Financial Statements.				

#### Statement of assets and liabilities

May 31, 2013

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Cash 17 Interest receivable 10.460	,563
Interest receivable 10.460	,740
10,100	,721
Receivable for securities sold 8,104	,570
Prepaid expenses 45	,869
Total Assets 854,465	,463

#### Liabilities:

Liabilities.	
Investment management fee payable	403,781
Distributions payable to Auction Rate Cumulative Preferred Stockholders	5,997
Accrued expenses	120,279
Total Liabilities	530,057
Series M, T, W, Th and F Auction Rate Cumulative Preferred Stock (2,000 shares for each series authorized and issued at	

\$25,000 for each share) (Note 5) 250,000,000 **Total Net Assets** \$603,935,406

#### **Net Assets:**

Par value (\$0.001 par value, 42,786,017 common shares issued and outstanding; 500,000,000 common shares authorized)	\$	42,786
Paid-in capital in excess of par value		,249,959
Undistributed net investment income		,848,788
Accumulated net realized loss on investments and futures contracts		291,297)
Net unrealized appreciation on investments		,085,170
Total Net Assets	\$603	,935,406

Shares Outstanding 42,786,017

Net Asset Value \$14.12

#### See Notes to Financial Statements.

#### Statement of operations

For the Year Ended May 31, 2013

#### **Investment Income:**

Investment Income: Interest	\$ 39,834,902
	Ψ 55,051,502
Expenses:	
Investment management fee (Note 2)	4,730,072
Auction participation fees (Note 5)	125,000
Directors fees	91,218
Legal fees	69,993
Transfer agent fees	66,573
Audit and tax	66,300
Fund accounting fees	61,065
Auction agent fees	47,707
Shareholder reports	38,781
Stock exchange listing fees	36,419
Rating agency fees	18,816
Insurance	13,361
Custody fees	10,470
Miscellaneous expenses	15,828
Total Expenses	5,391,603
Net Investment Income	34,443,299
Realized and Unrealized Gain (Loss) on Investments and Futures Contracts (Notes 1, 3 and 4):	
Net Realized Gain (Loss) From:	
Investment transactions	21,063,261
Futures contracts	(1,484,606)
Net Realized Gain	19,578,655
Change in Net Unrealized Appreciation (Depreciation) From:	
Investments	(16,892,230)
Futures contracts	2,559,081
Change in Net Unrealized Appreciation (Depreciation)	(14,333,149)
Net Gain on Investments and Futures Contracts	5,245,506
Distributions Paid to Auction Rate Cumulative Preferred Stockholders From Net Investment Income (Note 1)	(611,285)
Increase in Net Assets From Operations	\$ 39,077,520

See Notes to Financial Statements.

<sup>18</sup> Western Asset Managed Municipals Fund Inc. 2013 Annual Report

#### Statements of changes in net assets

For the Years Ended May 31,	2013	2012
Operations:		
Net investment income	\$ 34,443,299	\$ 35,987,556
Net realized gain	19,578,655	6,741,290
Change in net unrealized appreciation (depreciation)	(14,333,149)	60,888,587
Distributions paid to auction rate cumulative preferred stockholders from net investment income	(611,285)	(576,203)
Increase in Net Assets From Operations	39,077,520	103,041,230
Distributions to Shareholders From (Note 1):		
Net investment income	(33,280,985)	(33,087,041)
Decrease in Net Assets From Distributions to Shareholders	(33,280,985)	(33,087,041)
Fund Share Transactions:		
Reinvestment of distributions (223,837 and 217,081 shares issued, respectively)	3,177,040	2,848,085
Increase in Net Assets From Fund Share Transactions	3,177,040	2,848,085
Increase in Net Assets	8,973,575	72,802,274
Net Assets:		
Beginning of year	594,961,831	522,159,557
End of year*	\$603,935,406	\$594,961,831
* Includes undistributed net investment income of:	\$17,848,788	\$17,286,230

See Notes to Financial Statements.

#### Financial highlights

#### For a share of capital stock outstanding throughout each year ended May 31:

	20131	2012	2011	2010	2009
Net asset value, beginning of year	\$13.98	\$12.33	\$12.84	\$11.80	\$12.07
Income (loss) from operations:					
Net investment income	0.81	0.84	0.87	0.88	0.83
Net realized and unrealized gain (loss)	0.12	1.60	(0.58)	0.91	(0.41)
Distributions paid to auction rate cumulative					
preferred stockholders from net investment income	(0.01)	(0.01)	(0.02)	(0.03)	(0.13)
Total income from operations	0.92	2.43	0.27	1.76	0.29
Less distributions from: Net investment income	(0.78)	(0.78)	(0.78)	(0.72)	(0.56)
Net asset value, end of year	\$14.12	\$13.98	\$12.33	\$12.84	\$11.80
Market price, end of year Total return, based on NAV2,3 Total return, based on Market Price4	\$13.37 6.66% 1.90%	\$13.86 20.38% 20.09%	\$12.26 2.47% 1.42%	\$12.90 15.44% 23.29%	\$11.10 3.19% 5.27%
Net assets, end of year (000s)	\$603,935	\$594,962	\$522,160	\$539,182	\$494,582
Ratios to average net assets:5					
Gross expenses	0.88%	0.90%	0.95%	0.97%	1.16%
Net expenses6	0.88	0.90			