

EATON VANCE MUNICIPAL INCOME TRUST  
Form N-CSR  
January 26, 2015

**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: 811-09141**

**Eaton Vance Municipal Income Trust**  
**(Exact Name of Registrant as Specified in Charter)**

**Two International Place, Boston, Massachusetts 02110**  
**(Address of Principal Executive Offices)**

**Maureen A. Gemma**

**Two International Place, Boston, Massachusetts 02110**

**(Name and Address of Agent for Services)**

**(617) 482-8260**

**(Registrant's Telephone Number)**

**November 30**

**Date of Fiscal Year End**

**November 30, 2014**

**Date of Reporting Period**

**Item 1. Reports to Stockholders**

Eaton Vance

Municipal Income Trust (EVN)

Annual Report

November 30, 2014

**Commodity Futures Trading Commission Registration.** Effective December 31, 2012, the Commodity Futures Trading Commission ( CFTC ) adopted certain regulatory changes that subject registered investment companies and advisers to regulation by the CFTC if a fund invests more than a prescribed level of its assets in certain CFTC-regulated instruments (including futures, certain options and swap agreements) or markets itself as providing investment exposure to such instruments. The Fund has claimed an exclusion from the definition of the term commodity pool operator under the Commodity Exchange Act. Accordingly, neither the Fund nor the adviser with respect to the operation of the Fund is subject to CFTC regulation. Because of its management of other strategies, the Fund's adviser is registered with the CFTC as a commodity pool operator and a commodity trading advisor.

**Fund shares are not insured by the FDIC and are not deposits or other obligations of, or guaranteed by, any depository institution. Shares are subject to investment risks, including possible loss of principal invested.**

**Annual Report** November 30, 2014

Eaton Vance

## Municipal Income Trust

### Table of Contents

Management's Discussion of Fund Performance	2
Performance	3
Fund Profile	3
Endnotes and Additional Disclosures	4
Financial Statements	5
Report of Independent Registered Public Accounting Firm	22
Federal Tax Information	23
Dividend Reinvestment Plan	24
Management and Organization	26
Important Notices	29

## Eaton Vance

### Municipal Income Trust

November 30, 2014

#### Management's Discussion of Fund Performance

##### Economic and Market Conditions

As the fiscal year began on December 1, 2013, the municipal market was at the tail end of a selloff that had started the previous May, after then-U.S. Federal Reserve (the Fed) Chairman Ben Bernanke surprised the markets by indicating that the Fed's \$85 billion in monthly asset purchases could be tapered sooner than most investors had expected. Although selling of municipals abated somewhat in September of last year, the municipal market continued to experience outflows through December 2013.

But as 2014 began, municipals turned a corner. From January 1 through November 30, 2014, municipals rallied back from 2013 lows, as investors moved money back into the municipal market. Contrary to what many investors had expected, Treasury rates declined with municipal rates following. As the U.S. economy continued to experience moderate but below trend growth and low inflation, fixed income investors became increasingly concerned about the much weaker growth rates of European and other international economies. As a result, global interest rates fell, creating strong demand for U.S. Treasuries and putting downward pressure on U.S. interest rates, despite the end of the Fed's asset purchase program in October 2014.

As investors searched for yield in a low-interest-rate environment, longer dated and lower credit quality bonds were the best performers. During the last two months of the period, municipal bonds, which had outperformed Treasuries since the beginning of 2014, underperformed Treasuries but still delivered positive returns, as measured by the Barclays Municipal Bond Index<sup>2</sup>, a measure of the overall U.S. municipal bond market. For the one-year period as a whole, the municipal yield curve flattened, as long-term municipal rates declined while short-term rates were essentially flat.

##### Fund Performance

For the fiscal year ended November 30, 2014, Eaton Vance Municipal Income Trust (the Fund) shares at net asset value (NAV) had a total return of 32.67%, outperforming the 13.49% return of the Barclays Long (22+) Year Municipal Bond Index (the Index).

The Fund's overall strategy is to invest primarily in bonds with maturities of 10 years or more in order to capture their typically higher yields and a greater income stream compared

with shorter-maturity issues. Management may hedge to various degrees against the greater potential risk of volatility at the long end of the yield curve by using Treasury futures in seeking to provide downside protection.

In managing the Fund, management employs leverage through Residual Interest Bond (RIB) financing and Auction Preferred Shares (APS)<sup>6</sup> to seek to enhance the Fund's tax-exempt income. The use of leverage has the effect of achieving additional exposure to the municipal market, and thus magnifying the Fund's exposure to its underlying investments in both up and down market environments. During this period of falling rates and strong performance by municipal bonds, the use of leverage was a significant contributor to Fund performance versus the Index, which does not employ leverage.

Additional contributors to Fund performance versus the Index during the period included security selection and an overweight in zero-coupon bonds, as well as security selection and an overweight in the transportation sector, which was one of the strongest-performing sectors in the Index during the one-year period.

## Edgar Filing: EATON VANCE MUNICIPAL INCOME TRUST - Form N-CSR

In contrast, security selection in electric utility bonds detracted from Fund performance relative to the Index during the period, as did an underweight in general obligation bonds and an underweight in bonds from California issuers.

*See Endnotes and Additional Disclosures in this report.*

*Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value (NAV) or market price (as applicable) with all distributions reinvested and includes management fees and other expenses. Fund performance at market price will differ from its results at NAV due to factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for Fund shares, or changes in Fund distributions. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance less than one year is cumulative. Performance is for the stated time period only; due to market volatility, current Fund performance may be lower or higher than the quoted return. For performance as of the most recent month-end, please refer to [eatonvance.com](http://eatonvance.com).*



## Eaton Vance

## Municipal Income Trust

November 30, 2014

Performance<sup>2,3</sup>**Portfolio Manager** Thomas M. Metzold, CFA

<b>% Average Annual Total Returns</b>	<b>Inception Date</b>	<b>One Year</b>	<b>Five Years</b>	<b>Ten Years</b>
Fund at NAV	01/29/1999	32.67%	12.19%	6.86%
Fund at Market Price		36.79	11.58	5.62
Barclays Long (22+) Year Municipal Bond Index		13.49%	7.05%	5.50%

**% Premium/Discount to NAV<sup>4</sup>**

+3.01%

**Distributions<sup>5</sup>**

Total Distributions per share for the period	\$ 0.900
Distribution Rate at NAV	6.94%
Taxable-Equivalent Distribution Rate at NAV	12.26%
Distribution Rate at Market Price	6.74%
Taxable-Equivalent Distribution Rate at Market Price	11.91%

**% Total Leverage<sup>6</sup>**

Auction Preferred Shares (APS)	21.35%
Residual Interest Bond (RIB) Financing	24.09

## Fund Profile

Credit Quality (% of total investments)<sup>7,8</sup>

See Endnotes and Additional Disclosures in this report.

Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value (NAV) or market price (as applicable) with all distributions reinvested and includes management fees and other expenses. Fund performance at market price will differ from its results at NAV due to factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for Fund shares, or changes in Fund distributions. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance less than one year is cumulative. Performance is for the stated time period only; due to market volatility, current Fund performance may be lower or higher than the quoted return. For performance as of the most recent month-end, please refer to [eatonvance.com](http://eatonvance.com).



## Eaton Vance

### Municipal Income Trust

November 30, 2014

#### Endnotes and Additional Disclosures

- <sup>1</sup> The views expressed in this report are those of the portfolio manager(s) and are current only through the date stated at the top of this page. These views are subject to change at any time based upon market or other conditions, and Eaton Vance and the Fund(s) disclaim any responsibility to update such views. These views may not be relied upon as investment advice and, because investment decisions are based on many factors, may not be relied upon as an indication of trading intent on behalf of any Eaton Vance fund. This commentary may contain statements that are not historical facts, referred to as forward looking statements. The Fund's actual future results may differ significantly from those stated in any forward looking statement, depending on factors such as changes in securities or financial markets or general economic conditions, the volume of sales and purchases of Fund shares, the continuation of investment advisory, administrative and service contracts, and other risks discussed from time to time in the Fund's filings with the Securities and Exchange Commission.
- <sup>2</sup> Barclays Municipal Bond Index is an unmanaged index of municipal bonds traded in the U.S. Barclays Long (22+) Year Municipal Bond Index is an unmanaged index of municipal bonds traded in the U.S. with maturities of 22 years or more. Unless otherwise stated, index returns do not reflect the effect of any applicable sales charges, commissions, expenses, taxes or leverage, as applicable. It is not possible to invest directly in an index.
- <sup>3</sup> Performance results reflect the effects of leverage. Performance since inception for an index, if presented, is the performance since the Fund's or oldest share class inception, as applicable.
- <sup>4</sup> The shares of the Fund often trade at a discount or premium from their net asset value. The discount or premium of the Fund may vary over time and may be higher or lower than what is quoted in this report. For up-to-date premium/discount information, please refer to <http://eatonvance.com/closedend>.
- <sup>5</sup> The Distribution Rate is based on the Fund's last regular distribution per share in the period (annualized) divided by the Fund's NAV or market price at the end of the period. The Fund's distributions may be comprised of amounts characterized for federal income tax purposes as tax-exempt income, qualified and non-qualified ordinary dividends, capital gains and nondividend distributions, also known as return of capital. The Fund will determine the federal income tax character of distributions paid to a shareholder after the end of the calendar year. This is reported on the IRS form 1099-DIV and provided to the shareholder shortly after each year-end. For information about the tax character of distributions made in prior calendar years, please refer to Performance-Tax Character of Distributions on the Fund's webpage available at [www.eatonvance.com](http://www.eatonvance.com). The Fund's distributions are determined by the investment adviser based on its current assessment of the Fund's long-term return potential. As portfolio and market conditions change, the rate of distributions paid by the Fund could change. Taxable-equivalent performance is based on the highest combined federal and state income tax rates, where applicable. Lower tax rates would result in lower tax-equivalent performance. Actual tax rates will vary depending on your income, exemptions and deductions. Rates do not include local taxes.
- <sup>6</sup> Fund employs RIB financing and/or APS leverage. The leverage created by RIB investments and APS provides an opportunity for increased income but, at the same time, creates special risks (including the likelihood of greater price volatility). The cost of leverage rises and falls with changes in short-term interest rates. See Floating Rate Notes Issued in Conjunction with Securities Held in the notes to the financial statements for more information about RIB financing. RIB leverage represents the amount of Floating Rate Notes outstanding at period end as a percentage of Fund net assets applicable to common shares plus APS and Floating Rate Notes. APS leverage represents the liquidation value of the Fund's APS outstanding at period end as a percentage of Fund net assets applicable to common shares plus APS and Floating Rate Notes. The Fund may be required to maintain prescribed asset coverage for its leverage and may be required to reduce its leverage at an inopportune time.
- <sup>7</sup> Ratings are based on Moody's, S&P or Fitch, as applicable. If securities are rated differently by the ratings agencies, the higher rating is applied. Ratings, which are subject to change, apply to the creditworthiness of the issuers of the underlying securities and not to the Fund or its shares. Credit ratings measure the quality of a bond based on the issuer's creditworthiness, with ratings ranging from AAA, being the highest, to D, being the lowest based on S&P's measures. Ratings of BBB or higher by S&P or Fitch (Baa or higher by Moody's) are considered to be investment-grade quality. Credit ratings are based largely on the ratings agency's analysis at the time of rating. The rating assigned to any particular security is not necessarily a reflection of the issuer's current financial condition and does not necessarily reflect its assessment of the volatility of a security's market value or of the liquidity of an investment in the security. Holdings designated as

## Edgar Filing: EATON VANCE MUNICIPAL INCOME TRUST - Form N-CSR

Not Rated are not rated by the national ratings agencies stated above.

<sup>8</sup> The chart includes the municipal bonds held by a trust that issues residual interest bonds, consistent with the Portfolio of Investments.

Fund profile subject to change due to active management.

## Eaton Vance

## Municipal Income Trust

November 30, 2014

## Portfolio of Investments

Tax-Exempt Municipal Securities 177.2%

	<b>Principal</b>	
	<b>Amount</b>	
<b>Security</b>	<b>(000 s omitted)</b>	<b>Value</b>
<b>Cogeneration 0.1%</b>		
Northampton County, PA, Industrial Development Authority, (Northampton Generating), 5.00%, 12/31/23 <sup>(1)</sup>	\$ 252	\$ 225,718
		<b>\$ 225,718</b>
<b>Education 12.8%</b>		
California Educational Facilities Authority, (Stanford University), 5.00%, 5/1/45 <sup>(2)(3)</sup>	\$ 10,000	\$ 13,213,400
Massachusetts Development Finance Agency, (Boston University), 6.00%, 5/15/59	5,580	6,967,634
Massachusetts Health and Educational Facilities Authority, (Harvard University), 5.00%, 10/1/38 <sup>(2)</sup>	2,490	2,760,738
New York Dormitory Authority, (Cornell University), 5.00%, 7/1/39 <sup>(2)</sup>	10,500	11,952,045
New York Dormitory Authority, (The New School), 5.75%, 7/1/50	4,000	4,530,360
		<b>\$ 39,424,177</b>
<b>Electric Utilities 4.5%</b>		
Apache County, AZ, Industrial Development Authority, (Tucson Electric Power Co.), 4.50%, 3/1/30	\$ 1,685	\$ 1,795,890
Hawaii Department of Budget and Finance, (Hawaiian Electric Co.), 6.50%, 7/1/39	2,540	2,954,706
Indiana Financing Authority, (Duke Energy Indiana, Inc.), 6.00%, 8/1/39	1,000	1,143,550
South Carolina Public Service Authority, 5.50%, 12/1/54	7,000	7,987,210
		<b>\$ 13,881,356</b>
<b>General Obligations 14.7%</b>		
California, 5.00%, 12/1/43	\$ 6,090	\$ 6,893,636
California, (AMT), 5.05%, 12/1/36	460	466,412
Frisco, TX, Independent School District, (PSF Guaranteed), 5.00%, 8/15/37 <sup>(2)</sup>	9,000	10,527,210
Illinois, 5.00%, 5/1/33	5,000	5,346,700
Illinois, 5.25%, 7/1/30	935	1,023,152
Illinois, 5.25%, 7/1/31	130	141,662
Klein, TX, Independent School District, (PSF Guaranteed), 5.00%, 2/1/36 <sup>(2)</sup>	3,250	3,685,273
Leander, TX, Independent School District, 0.00%, 8/15/39	31,930	10,511,995
New York, 5.00%, 2/15/34 <sup>(2)</sup>	2,500	2,880,550
Port of Houston Authority of Harris County, TX, (AMT), 5.625%, 10/1/38 <sup>(2)</sup>	2,340	2,640,526

## Edgar Filing: EATON VANCE MUNICIPAL INCOME TRUST - Form N-CSR

Santa Clara County, CA, (Election of 2008), 3.375%, 8/1/37	1,075	1,012,070
		<b>\$ 45,129,186</b>

### Principal

### Amount

Security	(000 s omitted)	Value
<b>Health Care Miscellaneous 0.1%</b>		
Tax Revenue Exempt Securities Trust, Community Health Provider, (Pooled Loan Program Various States Trust Certificates), 6.00%, 12/1/36 <sup>(4)</sup>	\$ 95	\$ 95,516
Tax Revenue Exempt Securities Trust, Community Health Provider, (Pooled Loan Program Various States Trust Certificates), 6.25%, 12/1/36 <sup>(4)</sup>	252	252,178
Tax Revenue Exempt Securities Trust, Community Health Provider, (Pooled Loan Program Various States Trust Certificates), 7.20%, 12/1/36 <sup>(4)</sup>	96	95,731
		<b>\$ 443,425</b>

### Hospital 24.1%

California Health Facilities Financing Authority, (Providence Health System), 5.50%, 10/1/39 <sup>(2)(3)</sup>	\$ 10,000	\$ 11,569,700
California Health Facilities Financing Authority, (St. Joseph Health System), 5.00%, 7/1/37	440	498,186
California Health Facilities Financing Authority, (Sutter Health Obligation Group), 5.00%, 8/15/52 <sup>(2)(3)</sup>	10,000	11,074,100
California Statewide Communities Development Authority, (John Muir Health), 5.00%, 8/15/34	3,255	3,446,231
Camden County, NJ, Improvement Authority, (Cooper Health System), 5.75%, 2/15/42	1,335	1,530,297
Hawaii Department of Budget and Finance, (Hawaii Pacific Health Obligated Group), 5.50%, 7/1/40	1,870	2,067,378
Illinois Finance Authority, (Provena Healthcare), 7.75%, 8/15/34	3,280	4,099,902
Massachusetts Development Finance Agency, (Childrens Hospital), 5.00%, 10/1/46 <sup>(2)(3)</sup>	10,000	11,341,800
Massachusetts Development Finance Agency, (Tufts Medical Center), 6.75%, 1/1/36	1,535	1,824,087
Monroe County, PA, Hospital Authority, (Pocono Medical Center), 5.25%, 1/1/43	2,715	2,831,419
New York Dormitory Authority, (Orange Regional Medical Center), 6.125%, 12/1/29	1,465	1,571,667
New York Dormitory Authority, (Orange Regional Medical Center), 6.25%, 12/1/37	2,930	3,117,784
North Carolina Medical Care Commission, (North Carolina Baptist Hospital), 5.25%, 6/1/29 <sup>(2)(3)</sup>	11,400	12,937,974
Onondaga Civic Development Corp., NY, (St. Joseph s Hospital Health Center), 5.00%, 7/1/42	1,675	1,678,065
South Lake County Hospital District, FL, (South Lake Hospital), 6.25%, 4/1/39	1,570	1,763,267
St. Paul, MN, Housing and Redevelopment Authority, (HealthPartners Obligated Group), 5.25%, 5/15/36	1,500	1,568,700
West Virginia Hospital Finance Authority, (West Virginia United Health System Obligated Group), 5.375%, 6/1/38	1,000	1,134,580
		<b>\$ 74,055,137</b>

## Eaton Vance

## Municipal Income Trust

November 30, 2014

## Portfolio of Investments continued

	<b>Principal</b>	
	<b>Amount</b>	
<b>Security</b>	<b>(000 s omitted)</b>	<b>Value</b>
<b>Housing 3.7%</b>		
Centerline Equity Issuer Trust, TN, 6.00%, 10/31/52 <sup>(4)</sup>	\$ 4,000	\$ 4,603,880
Texas Student Housing Corp., (University of Northern Texas), 6.75%, 7/1/16	1,465	1,452,357
Texas Student Housing Corp., (University of Northern Texas), 6.85%, 7/1/31	180	157,496
Virginia Housing Development Authority, 3.625%, 1/1/31	5,000	5,147,950
		<b>\$ 11,361,683</b>
<b>Industrial Development Revenue 7.1%</b>		
Clayton County, GA, Development Authority, (Delta Airlines, Inc.), 8.75%, 6/1/29	\$ 400	\$ 499,604
Clayton County, GA, Development Authority, (Delta Airlines, Inc.), (AMT), 9.00%, 6/1/35	2,205	2,274,436
Denver City and County, CO, (United Airlines), (AMT), 5.75%, 10/1/32	1,370	1,421,772
Luzerne County, PA, Industrial Development Authority, (Pennsylvania-American Water Co.), 5.50%, 12/1/39	1,600	1,790,640
Maine Finance Authority, Solid Waste Disposal, (Casella Waste Systems, Inc.), (AMT), 6.25% to 2/1/17 (Put Date), 1/1/25	1,660	1,707,974
New Jersey Economic Development Authority, (Continental Airlines), (AMT), 5.25%, 9/15/29	4,680	4,971,330
New Jersey Economic Development Authority, (Continental Airlines), (AMT), Series 2000 A, 5.625%, 11/15/30	1,005	1,092,515
New Jersey Economic Development Authority, (Continental Airlines), (AMT), Series 2000 B, 5.625%, 11/15/30	1,715	1,865,697
New York Liberty Development Corp., (Goldman Sachs Group, Inc.), 5.50%, 10/1/37	5,000	6,180,400
		<b>\$ 21,804,368</b>
<b>Insured Electric Utilities 0.7%</b>		
Puerto Rico Electric Power Authority, (AGM), 0.678%, 7/1/29 <sup>(5)</sup>	\$ 3,000	\$ 2,263,140
		<b>\$ 2,263,140</b>
<b>Insured General Obligations 1.1%</b>		
Arcadia, CA, Unified School District, (Election of 2006), (AGM), 0.00%, 8/1/38	\$ 10,000	\$ 3,241,400
		<b>\$ 3,241,400</b>
<b>Insured Hospital 6.5%</b>		
Indiana Health and Educational Facility Finance Authority, (Sisters of St. Francis Health Services), (AGM), 5.25%, 5/15/41 <sup>(2)</sup>	\$ 3,250	\$ 3,503,305
Iowa Finance Authority, Health Facilities, (Iowa Health System), (AGC), 5.625%, 8/15/37	2,625	3,002,186

Edgar Filing: EATON VANCE MUNICIPAL INCOME TRUST - Form N-CSR

	Principal	
	Amount	
Security	(000 s omitted)	Value
<b>Insured Hospital (continued)</b>		
Maryland Health and Higher Educational Facilities Authority, (LifeBridge Health), (AGC), 4.75%, 7/1/47 <sup>(2)</sup>	\$ 2,500	\$ 2,539,250
New Jersey Health Care Facilities Financing Authority, (Meridian Health System), Series I, (AGC), 5.00%, 7/1/38 <sup>(2)</sup>	9,615	10,236,223
New Jersey Health Care Facilities Financing Authority, (Meridian Health System), Series V, (AGC), 5.00%, 7/1/38 <sup>(2)</sup>	700	745,227
		<b>\$ 20,026,191</b>
<b>Insured Housing 0.4%</b>		
Broward County, FL, Housing Finance Authority, MFMR, (Venice Homes Apartments), (AGM), (AMT), 5.70%, 1/1/32	\$ 1,100	\$ 1,105,016
		<b>\$ 1,105,016</b>
<b>Insured Lease Revenue / Certificates of Participation 1.1%</b>		
San Diego County, CA, Water Authority, Certificates of Participation, (AGM), 5.00%, 5/1/38 <sup>(2)</sup>	\$ 3,000	\$ 3,320,130
		<b>\$ 3,320,130</b>
<b>Insured Other Revenue 2.5%</b>		
Harris County-Houston Sports Authority, TX, (NPF), 0.00%, 11/15/34	\$ 4,210	\$ 1,542,923
New York, NY, Industrial Development Agency, (Yankee Stadium), (AGC), 0.00%, 3/1/36	7,090	2,856,419
New York, NY, Industrial Development Agency, (Yankee Stadium), (AGC), 0.00%, 3/1/37	8,500	3,238,670
		<b>\$ 7,638,012</b>
<b>Insured Special Tax Revenue 6.1%</b>		
Miami-Dade County, FL, Professional Sports Franchise Facilities, (AGC), 0.00%, 10/1/37	\$ 34,950	\$ 12,737,527
Puerto Rico Sales Tax Financing Corp., (NPF), 0.00%, 8/1/43	29,510	4,546,606
Puerto Rico Sales Tax Financing Corp., (NPF), 0.00%, 8/1/45	10,510	1,464,148
		<b>\$ 18,748,281</b>
<b>Insured Student Loan 2.7%</b>		
Maine Educational Loan Authority, (AGC), 5.625%, 12/1/27	\$ 2,090	\$ 2,340,570
Massachusetts Educational Financing Authority, (AGC), (AMT), 6.35%, 1/1/30	465	491,431
Massachusetts Educational Financing Authority, (AMBAC), (AMT), 4.70%, 1/1/33	3,235	3,300,703



## Eaton Vance

## Municipal Income Trust

November 30, 2014

## Portfolio of Investments continued

	<b>Principal</b>	
	<b>Amount</b>	
<b>Security</b>	<b>(000 s omitted)</b>	<b>Value</b>
<b>Insured Student Loan (continued)</b>		
New Jersey Higher Education Student Assistance Authority, (AGC), (AMT), 6.125%, 6/1/30	\$ 1,845	\$ 2,010,275
		<b>\$ 8,142,979</b>
<b>Insured Transportation 14.6%</b>		
Alameda Corridor Transportation Authority, CA, (NCFG), 0.00%, 10/1/33	\$ 12,425	\$ 5,625,667
Chicago, IL, (O Hare International Airport), (AGM), 5.50%, 1/1/43	935	1,038,953
Clark County, NV, (Las Vegas-McCarran International Airport), (AGM), 5.25%, 7/1/39	3,850	4,342,338
Miami-Dade County, FL, (Miami International Airport), (AGM), (AMT), 5.25%, 10/1/41	1,990	2,193,418
North Carolina Turnpike Authority, (AGC), 0.00%, 1/1/34	15,000	7,121,700
Puerto Rico Highway and Transportation Authority, (AGC), (CIFG), 5.25%, 7/1/41	9,820	9,833,552
Puerto Rico Highway and Transportation Authority, (AGM), 5.50%, 7/1/31	2,370	2,499,686
San Jose, CA, Airport, (AGM), (AMBAC), (BHAC), (AMT), 5.00%, 3/1/37	2,425	2,605,081
San Jose, CA, Airport, (AMBAC), (AMT), 5.50%, 3/1/32	8,805	9,545,853
		<b>\$ 44,806,248</b>
<b>Insured Water and Sewer 12.4%</b>		
Austin, TX, Water and Wastewater System, (AGM), (BHAC), 5.00%, 11/15/33	\$ 1,465	\$ 1,576,369
DeKalb, GA, Water and Sewer, (AGM), 5.00%, 10/1/35 <sup>(2)(3)</sup>	17,985	20,798,573
Jefferson County, AL, Sewer Revenue, (AGM), 0.00%, 10/1/34	6,000	1,989,360
Jefferson County, AL, Sewer Revenue, (AGM), 0.00%, 10/1/35	6,680	2,067,928
Jefferson County, AL, Sewer Revenue, (AGM), 0.00%, 10/1/36	7,000	2,000,180
Jefferson County, AL, Sewer Revenue, (AGM), 5.00%, 10/1/44	3,750	4,061,625
Puerto Rico Aqueduct and Sewer Authority, (AGC), 5.00%, 7/1/28	3,640	3,660,384
Puerto Rico Aqueduct and Sewer Authority, (AGC), 5.125%, 7/1/47	2,000	1,979,260
		<b>\$ 38,133,679</b>
<b>Lease Revenue / Certificates of Participation 3.1%</b>		
Hudson Yards Infrastructure Corp., NY, 5.75%, 2/15/47	\$ 2,135	\$ 2,457,983
Mohave County, AZ, Industrial Development Authority, (Mohave Prison LLC), 8.00%, 5/1/25	4,400	5,065,324
<b>Security</b>	<b>Principal</b>	<b>Value</b>
	<b>Amount</b>	

## Edgar Filing: EATON VANCE MUNICIPAL INCOME TRUST - Form N-CSR

(000 s omitted)

### Lease Revenue / Certificates of Participation (continued)

New Jersey Health Care Facilities Financing Authority, (Hospital Asset Transformation Program), 5.75%, 10/1/31	\$	1,735	\$ 1,985,881
			<b>\$ 9,509,188</b>

### Other Revenue 6.3%

Brooklyn Arena Local Development Corp., NY, (Barclays Center), 6.00%, 7/15/30	\$	785	\$ 914,030
Brooklyn Arena Local Development Corp., NY, (Barclays Center), 6.25%, 7/15/40		880	1,035,162
Brooklyn Arena Local Development Corp., NY, (Barclays Center), 6.375%, 7/15/43		800	944,144
Central Falls Detention Facility Corp., RI, 7.25%, 7/15/35 <sup>(6)</sup>		1,925	1,058,885
Mohegan Tribe of Indians Gaming Authority, CT, (Public Improvements), 6.25%, 1/1/21 <sup>(4)</sup>		1,500	1,499,925
New Mexico Municipal Energy Acquisition Authority, 0.855%, Variable to 8/1/19 (Put Date), 11/1/39 <sup>(5)</sup>		1,000	1,005,990
New York Liberty Development Corp., (3 World Trade Center), 5.00%, 11/15/44 <sup>(4)</sup>		5,600	5,714,464
Otero County, NM, Jail Project Revenue, 5.75%, 4/1/18		215	208,827
Salt Verde Financial Corp., AZ, Senior Gas Revenue, 5.00%, 12/1/37		5,000	5,714,750
White Earth Band of Chippewa Indians, MN, 6.375%, 12/1/26 <sup>(4)</sup>		1,225	1,244,453
			<b>\$ 19,340,630</b>

### Senior Living / Life Care 5.6%

Cliff House Trust, (AMT), 6.625%, 6/1/27 <sup>(7)</sup>	\$	3,210	\$ 1,232,865
Douglas County, NE, Hospital Authority No. 2, (Immanuel Obligated Group), 5.50%, 1/1/30		535	597,970
Douglas County, NE, Hospital Authority No. 2, (Immanuel Obligated Group), 5.625%, 1/1/40		1,075	1,193,357
Logan County, CO, (TLC Care Choices, Inc.), 6.875%, 12/1/23 <sup>(6)</sup>		3,109	761,435
Multnomah County, OR, Hospital Facilities Authority, (Mirabella at South Waterfront), 5.40%, 10/1/44		1,480	1,554,118
Palm Beach County Health Facilities Authority, FL, (Sinai Residences of Boca Raton), 7.25%, 6/1/39		740	836,940
Palm Beach County Health Facilities Authority, FL, (Sinai Residences of Boca Raton), 7.50%, 6/1/49		3,650	4,157,204
Savannah, GA, Economic Development Authority (Marshes Skidaway), 7.125%, 1/1/38		4,960	5,566,112
Tempe, AZ, Industrial Development Authority, (Friendship Village of Tempe), 6.00%, 12/1/32		335	360,748
Tempe, AZ, Industrial Development Authority, (Friendship Village of Tempe), 6.25%, 12/1/42		985	1,058,245
			<b>\$ 17,318,994</b>

## Eaton Vance

## Municipal Income Trust

November 30, 2014

## Portfolio of Investments continued

	<b>Principal</b>	
	<b>Amount</b>	
<b>Security</b>	<b>(000 s omitted)</b>	<b>Value</b>
<b>Special Tax Revenue 7.8%</b>		
Covington Park Community Development District, (Capital Improvements), FL, 5.00%, 5/1/31	\$ 500	\$ 502,755
Dupree Lakes Community Development District, FL, 5.375%, 5/1/37	315	297,177
Dupree Lakes Community Development District, FL, 6.83%, 11/1/15	5	5,026
Heritage Harbor South Community Development District, FL, (Capital Improvements), 6.20%, 5/1/35	260	263,263
New River Community Development District, (Capital Improvements), FL, 5.00%, 5/1/13 <sup>(7)</sup>	90	0
New River Community Development District, (Capital Improvements), FL, 5.35%, 5/1/38 <sup>(7)</sup>	35	0
New River Community Development District, (Capital Improvements), FL, Series 2010A-1, 5.75%, 5/1/38	65	65,149
New River Community Development District, (Capital Improvements), FL, Series 2010A-2, 5.75%, 5/1/38	165	135,249
New River Community Development District, (Capital Improvements), FL, Series 2010B-1, 5.00%, 5/1/15	75	74,651
New River Community Development District, (Capital Improvements), FL, Series 2010B-2, 5.00%, 5/1/18	130	105,726
New York, NY, Transitional Finance Authority, Future Tax Revenue, 5.50%, 11/1/35	1,500	1,784,205
New York, NY, Transitional Finance Authority, Future Tax Revenue, 5.50%, 11/1/35 <sup>(2)(3)</sup>	5,000	5,947,350
Southern Hills Plantation I, Community Development District, FL, Series A1, 5.80%, 5/1/35	268	260,315
Southern Hills Plantation I, Community Development District, FL, Series A2, 5.80%, 5/1/35	195	172,261
Sterling Hill Community Development District, FL, 6.20%, 5/1/35	600	468,738
Texas Transportation Commission, 5.00%, 4/1/33 <sup>(2)(3)</sup>	10,000	11,855,700
Virgin Islands Public Finance Authority, 6.75%, 10/1/37	1,780	2,035,484
		<b>\$ 23,973,049</b>
<b>Transportation 35.4%</b>		
Augusta, GA, (AMT), 5.35%, 1/1/28	\$ 1,000	\$ 1,001,000
Central Texas Regional Mobility Authority, 5.75%, 1/1/31	435	502,969
Chicago, IL, Midway International Airport, (AMT), 5.00%, 1/1/41	9,200	9,913,276
Dallas and Fort Worth, TX, (Dallas/Fort Worth International Airport), 5.25%, 11/1/30	1,030	1,202,793
Dallas and Fort Worth, TX, (Dallas/Fort Worth International Airport), 5.25%, 11/1/31	1,735	2,012,843
Dallas and Fort Worth, TX, (Dallas/Fort Worth International Airport), (AMT), 5.00%, 11/1/38	3,200	3,427,328
Los Angeles Department of Airports, CA, (Los Angeles International Airport), (AMT), 5.375%, 5/15/33	1,000	1,111,010
	<b>Principal</b>	
	<b>Amount</b>	
<b>Security</b>	<b>(000 s omitted)</b>	<b>Value</b>

## Edgar Filing: EATON VANCE MUNICIPAL INCOME TRUST - Form N-CSR

### Transportation (continued)

Memphis-Shelby County, TN, Airport Authority, (AMT), 5.75%, 7/1/24	\$ 400	\$ 463,816
Metropolitan Washington, D.C., Airports Authority, 5.00%, 10/1/53	1,715	1,813,235
Miami-Dade County, FL, (Miami International Airport), 5.50%, 10/1/36	3,715	4,252,040
New Jersey Transportation Trust Fund Authority, (Transportation Program), 1.24% to 12/15/21 (Put Date), 6/15/34	7,250	7,253,842
New York Liberty Development Corp., (1 World Trade Center Port Authority Construction), 5.00%, 12/15/41 <sup>(2)</sup>	7,880	8,882,257
North Texas Tollway Authority, 5.75%, 1/1/38	1,515	1,676,060
Pennsylvania Economic Development Financing Authority, (Amtrak), (AMT), 5.00%, 11/1/41	3,910	4,218,655
Pennsylvania Turnpike Commission, 5.375%, (0.00% until 12/1/17), 12/1/38	2,500	2,684,900
Philadelphia, PA, Airport Revenue, (AMT), 5.00%, 6/15/27	5,370	5,969,561
Port Authority of New York and New Jersey, (AMT), 4.00%, 9/1/33	10	10,364
Port Authority of New York and New Jersey, (AMT), 4.00%, 9/1/33 <sup>(2)</sup>	7,200	7,461,936
Port Authority of New York and New Jersey, (AMT), 4.50%, 4/1/37 <sup>(2)</sup>	8,500	9,003,370
Port Authority of New York and New Jersey, (AMT), 5.75%, 3/15/35 <sup>(2)</sup>	7,290	8,150,657
San Joaquin Hills, CA, Transportation Corridor Agency, 5.00%, 1/15/50	12,500	13,138,375
Texas Private Activity Bond Surface Transportation Corp., (LBJ Express Managed Lanes Project), 7.00%, 6/30/34	1,885	2,290,256
Texas Private Activity Bond Surface Transportation Corp., (North Tarrant Express Managed Lanes Project), 6.875%, 12/31/39	1,725	2,042,435
Triborough Bridge & Tunnel Authority, NY, 5.00%, 11/15/37 <sup>(2)(3)</sup>	9,300	10,232,697

**\$ 108,715,675**

### Water and Sewer 3.8%

Detroit, MI, Sewage Disposal System, 5.25%, 7/1/39	\$ 1,860	\$ 1,997,640
Detroit, MI, Water Supply System, 5.25%, 7/1/41	4,730	5,025,767
Michigan Finance Authority, (Detroit Water and Sewerage Department), 5.00%, 7/1/34	4,130	4,478,448

**\$ 11,501,855**

**Total Tax-Exempt Municipal Securities 177.2%**  
(identified cost \$496,514,003)

**\$ 544,109,517**

## Eaton Vance

## Municipal Income Trust

November 30, 2014

## Portfolio of Investments continued

## Taxable Municipal Securities 1.4%

Security	Principal Amount (000 s omitted)	Value
<b>Insured Transportation 0.2%</b>		
Alameda Corridor Transportation Authority, CA, (AMBAC), 0.00%, 10/1/32	\$ 1,285	\$ 440,613
Alameda Corridor Transportation Authority, CA, (AMBAC), 0.00%, 10/1/33	1,000	319,990
		<b>\$ 760,603</b>
<b>Special Tax Revenue 1.2%</b>		
Puerto Rico Sales Tax Financing Corp., 6.05%, 8/1/37	\$ 5,000	\$ 3,742,200
		<b>\$ 3,742,200</b>
<b>Total Taxable Municipal Securities 1.4%</b> (identified cost \$4,190,668)		<b>\$ 4,502,803</b>

## Corporate Bonds &amp; Notes 1.9%

Security	Principal Amount (000 s omitted)	Value
<b>Hospital 1.9%</b>		
Dignity Health, 5.267%, 11/1/64	\$ 5,555	\$ 5,820,790
		<b>\$ 5,820,790</b>
<b>Transportation 0.0%</b>		
Las Vegas Monorail Co., Jr. Subordinated Notes, 3.00% to 12/31/15, 5.50%, 7/15/55 <sup>(1)(6)(9)</sup>	\$ 39	\$ 5,223
Las Vegas Monorail Co., Sr. Secured Notes, 5.50%, 7/15/19 <sup>(1)(9)</sup>	145	26,072
		<b>\$ 31,295</b>

## Edgar Filing: EATON VANCE MUNICIPAL INCOME TRUST - Form N-CSR

Total Corporate Bonds & Notes 1.9% (identified cost \$5,569,674)	\$ 5,852,085
Total Investments 180.5% (identified cost \$506,274,345)	\$ 554,464,405
Auction Preferred Shares Plus Cumulative Unpaid Dividends (39.1)%	\$ (120,151,326)
Other Assets, Less Liabilities (41.4)%	\$ (127,239,337)
Net Assets Applicable to Common Shares 100.0%	\$ 307,073,742

The percentage shown for each investment category in the Portfolio of Investments is based on net assets applicable to common shares.

AGC	Assured Guaranty Corp.
AGM	Assured Guaranty Municipal Corp.
AMBAC	AMBAC Financial Group, Inc.
AMT	Interest earned from these securities may be considered a tax preference item for purposes of the Federal Alternative Minimum Tax.
BHAC	Berkshire Hathaway Assurance Corp.
CIFG	CIFG Assurance North America, Inc.
MFMR	Multi-Family Mortgage Revenue
NPFG	National Public Finance Guaranty Corp.
PSF	Permanent School Fund

The Trust invests primarily in debt securities issued by municipalities. The ability of the issuers of the debt securities to meet their obligations may be affected by economic developments in a specific industry or municipality. In order to reduce the risk associated with such economic developments, at November 30, 2014, 26.6% of total investments are backed by bond insurance of various financial institutions and financial guaranty assurance agencies. The aggregate percentage insured by an individual financial institution or financial guaranty assurance agency ranged from 0.8% to 11.3% of total investments.

At November 30, 2014, the concentration of the Trust's investments in the various states, determined as a percentage of total investments, is as follows:

New York	18.1%
California	16.9%
Texas	10.3%
Others, representing less than 10% individually	54.7%

(1) Represents a payment-in-kind security which may pay interest in additional principal at the issuer's discretion.

(2) Security represents the municipal bond held by a trust that issues residual interest bonds (see Note 1H).

(3) Security (or a portion thereof) has been pledged as collateral for residual interest bond transactions. The aggregate value of such collateral is \$39,656,294.

(4) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be sold in certain transactions (normally to qualified institutional buyers) and remain exempt from registration. At November 30, 2014, the aggregate value of these securities is \$13,506,147 or 4.4% of the Trust's net assets applicable to common shares.

(5) Variable rate security. The stated interest rate represents the rate in effect at November 30, 2014.

(6) Security is in default and making only partial interest payments.

(7) Defaulted bond.

(8) Amount is less than 0.05%.

(9) For fair value measurement disclosure purposes, security is categorized as Level 3 (see Note 8).

## Eaton Vance

## Municipal Income Trust

November 30, 2014

## Statement of Assets and Liabilities

Assets	November 30, 2014
Investments, at value (identified cost, \$506,274,345)	\$ 554,464,405
Interest receivable	6,663,724
Receivable for investments sold	6,973,588
Deferred debt issuance costs	37,504
<b>Total assets</b>	<b>\$ 568,139,221</b>
Liabilities	
Payable for floating rate notes issued	\$ 135,605,000
Due to custodian	4,605,744
Payable to affiliates:	
Investment adviser fee	242,490
Administration fee	77,597
Trustees fees	3,457
Interest expense and fees payable	225,747
Accrued expenses	154,118
<b>Total liabilities</b>	<b>\$ 140,914,153</b>
<b>Auction preferred shares at liquidation value plus cumulative unpaid dividends</b>	<b>\$ 120,151,326</b>
<b>Net assets applicable to common shares</b>	<b>\$ 307,073,742</b>
Sources of Net Assets	
Common shares, \$0.01 par value, unlimited number of shares authorized	\$ 237,037
Additional paid-in capital	308,786,077
Accumulated net realized loss	(50,540,587)
Accumulated undistributed net investment income	401,155
Net unrealized appreciation	48,190,060
<b>Net assets applicable to common shares</b>	<b>\$ 307,073,742</b>
Auction Preferred Shares Issued and Outstanding	
(Liquidation preference of \$25,000 per share)	4,806
Common Shares Outstanding	23,703,711
Net Asset Value Per Common Share	
<b>Net assets applicable to common shares ÷ common shares issued and outstanding</b>	<b>\$ 12.95</b>



## Eaton Vance

## Municipal Income Trust

November 30, 2014

## Statement of Operations

	<b>Year Ended</b>
	<b>November 30, 2014</b>
<b>Investment Income</b>	
Interest	\$ 26,049,069
<b>Total investment income</b>	<b>\$ 26,049,069</b>
<b>Expenses</b>	
Investment adviser fee	\$ 2,806,138
Administration fee	889,555
Trustees' fees and expenses	19,833
Custodian fee	120,368
Transfer and dividend disbursing agent fees	19,940
Legal and accounting services	158,671
Printing and postage	39,298
Interest expense and fees	835,838
Preferred shares service fee	174,298
Miscellaneous	103,979
<b>Total expenses</b>	<b>\$ 5,167,918</b>
Deduct	
Reduction of custodian fee	\$ 470
<b>Total expense reductions</b>	<b>\$ 470</b>
<b>Net expenses</b>	<b>\$ 5,167,448</b>
<b>Net investment income</b>	<b>\$ 20,881,621</b>
<b>Realized and Unrealized Gain (Loss)</b>	
Net realized gain (loss)	
Investment transactions	\$ 13,685,714
<b>Net realized gain</b>	<b>\$ 13,685,714</b>
Change in unrealized appreciation (depreciation)	
Investments	\$ 43,387,263
<b>Net change in unrealized appreciation (depreciation)</b>	<b>\$ 43,387,263</b>
<b>Net realized and unrealized gain</b>	<b>\$ 57,072,977</b>
<b>Distributions to preferred shareholders</b>	
From net investment income	\$ (129,479)
<b>Net increase in net assets from operations</b>	<b>\$ 77,825,119</b>

## Eaton Vance

## Municipal Income Trust

November 30, 2014

## Statements of Changes in Net Assets

	Year Ended November 30,	
	2014	2013
<b>Increase (Decrease) in Net Assets</b>		
From operations		
Net investment income	\$ 20,881,621	\$ 20,264,886
Net realized gain (loss) from investment transactions, extinguishment of debt and financial futures contracts	13,685,714	(4,642,492)
Net change in unrealized appreciation (depreciation) from investments and financial future contracts	43,387,263	(58,669,812)
Distributions to preferred shareholders		
From net investment income	(129,479)	(204,140)
<b>Net increase (decrease) in net assets from operations</b>	<b>\$ 77,825,119</b>	<b>\$ (43,251,558)</b>
Distributions to common shareholders		
From net investment income	\$ (21,200,790)	\$ (21,291,731)
<b>Total distributions to common shareholders</b>	<b>\$ (21,200,790)</b>	<b>\$ (21,291,731)</b>
Capital share transactions		
Proceeds from shelf offering, net of offering costs (see Note 6)	\$ 3,863,738	\$ 5,802,111
Reinvestment of distributions to common shareholders	290,702	310,248
<b>Net increase in net assets from capital share transactions</b>	<b>\$ 4,154,440</b>	<b>\$ 6,112,359</b>
<b>Net increase (decrease) in net assets</b>	<b>\$ 60,778,769</b>	<b>\$ (58,430,930)</b>
<b>Net Assets Applicable to Common Shares</b>		
At beginning of year	\$ 246,294,973	\$ 304,725,903
<b>At end of year</b>	<b>\$ 307,073,742</b>	<b>\$ 246,294,973</b>
<b>Accumulated undistributed net investment income included in net assets applicable to common shares</b>		
<b>At end of year</b>	<b>\$ 401,155</b>	<b>\$ 705,554</b>

## Eaton Vance

## Municipal Income Trust

November 30, 2014

## Statement of Cash Flows

	<b>Year Ended</b>
	<b>November 30, 2014</b>
<b>Cash Flows From Operating Activities</b>	
Net increase in net assets from operations	\$ 77,825,119
Distributions to preferred shareholders	129,479
Net increase in net assets from operations excluding distributions to preferred shareholders	\$ 77,954,598
Adjustments to reconcile net increase in net assets from operations to net cash used in operating activities:	
Investments purchased	(208,730,068)
Investments sold	181,573,729
Net amortization/accretion of premium (discount)	(3,267,502)
Amortization of deferred debt issuance costs	5,937
Increase in interest receivable	(359,798)
Increase in payable to affiliate for investment adviser fee	25,654
Increase in payable to affiliate for administration fee	9,836
Increase in payable to affiliate for Trustees' fees	579
Increase in interest expense and fees payable	20,671
Decrease in accrued expenses	(10,372)
Net realized gain from investments	(13,685,714)
Net change in unrealized (appreciation) depreciation from investments	(43,387,263)
<b>Net cash used in operating activities</b>	<b>\$ (9,849,713)</b>
<b>Cash Flows From Financing Activities</b>	
Distributions paid to common shareholders, net of reinvestments	\$ (20,910,088)
Cash distributions paid to preferred shareholders	(129,066)
Proceeds from secured borrowings	36,900,000
Repayment of secured borrowings	(13,290,000)
Increase in due to custodian	3,415,129
Proceeds from shelf offering, net of offering costs	3,863,738
<b>Net cash provided by financing activities</b>	<b>\$ 9,849,713</b>
<b>Cash at beginning of year</b>	<b>\$</b>
<b>Cash at end of year</b>	<b>\$</b>
<b>Supplemental disclosure of cash flow information:</b>	
Noncash financing activities not included herein consist of:	
Reinvestment of dividends and distributions	\$ 290,702
Cash paid for interest and fees	809,230

## Eaton Vance

## Municipal Income Trust

November 30, 2014

## Financial Highlights

Selected data for a common share outstanding during the periods stated

	Year Ended November 30,				
	2014	2013	2012	2011	2010
Net asset value Beginning of year (Common shares)	\$ 10.540	\$ 13.360	\$ 10.710	\$ 11.080	\$ 10.840
<b>Income (Loss) From Operations</b>					
Net investment income <sup>(1)</sup>	\$ 0.886	\$ 0.885	\$ 0.905	\$ 0.988	\$ 1.036
Net realized and unrealized gain (loss)	2.423	(2.778)	2.715	(0.352)	0.169
Distributions to preferred shareholders					
From net investment income <sup>(1)</sup>	(0.005)	(0.009)	(0.013)	(0.016)	(0.022)
<b>Total income (loss) from operations</b>	<b>\$ 3.304</b>	<b>\$ (1.902)</b>	<b>\$ 3.607</b>	<b>\$ 0.620</b>	<b>\$ 1.183</b>
<b>Less Distributions to Common Shareholders</b>					
From net investment income	\$ (0.900)	\$ (0.930)	\$ (0.957)	\$ (0.990)	\$ (0.943)
<b>Total distributions to common shareholders</b>	<b>\$ (0.900)</b>	<b>\$ (0.930)</b>	<b>\$ (0.957)</b>	<b>\$ (0.990)</b>	<b>\$ (0.943)</b>
<b>Premium of common shares sold through shelf offering (see Note 6)<sup>(1)</sup></b>	<b>\$ 0.006</b>	<b>\$ 0.012</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Net asset value End of year (Common shares)	\$ 12.950	\$ 10.540	\$ 13.360	\$ 10.710	\$ 11.080
Market value End of year (Common shares)	\$ 13.350	\$ 10.530	\$ 14.310	\$ 12.270	\$ 11.980
<b>Total Investment Return on Net Asset Value<sup>(2)</sup></b>	<b>32.67%</b>	<b>(14.69)%</b>	<b>34.28%</b>	<b>5.66%</b>	<b>10.74%</b>
<b>Total Investment Return on Market Value<sup>(2)</sup></b>	<b>36.79%</b>	<b>(20.43)%</b>	<b>25.54%</b>	<b>11.96%</b>	<b>13.06%</b>

## Eaton Vance

## Municipal Income Trust

November 30, 2014

## Financial Highlights continued

Selected data for a common share outstanding during the periods stated

Ratios/Supplemental Data	Year Ended November 30,				
	2014	2013	2012	2011	2010
Net assets applicable to common shares, end of year (000 shares omitted)	\$ 307,074	\$ 246,295	\$ 304,726	\$ 243,936	\$ 250,731
Ratios (as a percentage of average daily net assets applicable to common shares): <sup>(3)</sup>					
Expenses excluding interest and fees <sup>(4)</sup>	1.55%	1.63%	1.68%	1.88%	1.73%
Interest and fee expense <sup>(5)</sup>	0.30%	0.33%	0.34%	0.39%	0.34%
Total expenses <sup>(4)</sup>	1.85%	1.96%	2.02%	2.27%	2.07%
Net investment income	7.49%	7.49%	7.44%	9.46%	9.00%
Portfolio Turnover	36%	42%	25%	15%	16%
Senior Securities:					
Total preferred shares outstanding	4,806	4,806	4,806	4,806	4,806
Asset coverage per preferred share <sup>(6)</sup>	\$ 88,894	\$ 76,248	\$ 88,406	\$ 75,757	\$ 77,172
Involuntary liquidation preference per preferred share <sup>(7)</sup>	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000
Approximate market value per preferred share <sup>(7)</sup>	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000

(1) Computed using average common shares outstanding.

(2) Returns are historical and are calculated by determining the percentage change in net asset value or market value with all distributions reinvested. Distributions are assumed to be reinvested at prices obtained under the Trust's dividend reinvestment plan.

(3) Ratios do not reflect the effect of dividend payments to preferred shareholders.

(4) Excludes the effect of custody fee credits, if any, of less than 0.005%.

(5) Interest and fee expense relates to the liability for floating rate notes issued in conjunction with residual interest bond transactions (see Note 1H).

(6) Calculated by subtracting the Trust's total liabilities (not including the preferred shares) from the Trust's total assets, and dividing the result by the number of preferred shares outstanding.

(7) Plus accumulated and unpaid dividends.

## Edgar Filing: EATON VANCE MUNICIPAL INCOME TRUST - Form N-CSR

Ratios based on net assets applicable to common shares plus preferred shares are presented below. Ratios do not reflect the effect of dividend payments to preferred shareholders and exclude the effect of custody fee credits, if any.

	<b>Year Ended November 30,</b>				
	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
Expenses excluding interest and fees	1.08%	1.13%	1.17%	1.25%	1.19%
Interest and fee expense	0.21%	0.23%	0.24%	0.26%	0.23%
Total expenses	1.29%	1.36%	1.41%	1.51%	1.42%
Net investment income	5.23%	5.18%	5.19%	6.28%	6.15%

15

*See Notes to Financial Statements.*

## Eaton Vance

### Municipal Income Trust

November 30, 2014

#### Notes to Financial Statements

##### 1 Significant Accounting Policies

Eaton Vance Municipal Income Trust (the Trust) is a Massachusetts business trust registered under the Investment Company Act of 1940, as amended (the 1940 Act), as a diversified, closed-end management investment company. The Trust seeks to provide current income exempt from regular federal income tax.

The following is a summary of significant accounting policies of the Trust. The policies are in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP). The Trust is an investment company and follows accounting and reporting guidance in the Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic 946.

**A Investment Valuation** The following methodologies are used to determine the market value or fair value of investments.

**Debt Obligations.** Debt obligations (including short-term obligations with a remaining maturity of more than sixty days) are generally valued on the basis of valuations provided by third party pricing services, as derived from such services' pricing models. Inputs to the models may include, but are not limited to, reported trades, executable bid and asked prices, broker/dealer quotations, prices or yields of securities with similar characteristics, benchmark curves or information pertaining to the issuer, as well as industry and economic events. The pricing services may use a matrix approach, which considers information regarding securities with similar characteristics to determine the valuation for a security. Short-term obligations purchased with a remaining maturity of sixty days or less are generally valued at amortized cost, which approximates market value.

**Derivatives.** Financial futures contracts are valued at the closing settlement price established by the board of trade or exchange on which they are traded.

**Fair Valuation.** Investments for which valuations or market quotations are not readily available or are deemed unreliable are valued at fair value using methods determined in good faith by or at the direction of the Trustees of the Trust in a manner that fairly reflects the security's value, or the amount that the Trust might reasonably expect to receive for the security upon its current sale in the ordinary course. Each such determination is based on a consideration of relevant factors, which are likely to vary from one pricing context to another. These factors may include, but are not limited to, the type of security, the existence of any contractual restrictions on the security's disposition, the price and extent of public trading in similar securities of the issuer or of comparable entities, quotations or relevant information obtained from broker/dealers or other market participants, information obtained from the issuer, analysts, and/or the appropriate stock exchange (for exchange-traded securities), an analysis of the entity's financial condition, and an evaluation of the forces that influence the issuer and the market(s) in which the security is purchased and sold.

**B Investment Transactions and Related Income** Investment transactions for financial statement purposes are accounted for on a trade date basis. Realized gains and losses on investments sold are determined on the basis of identified cost. Interest income is recorded on the basis of interest accrued, adjusted for amortization of premium or accretion of discount.

**C Federal Taxes** The Trust's policy is to comply with the provisions of the Internal Revenue Code applicable to regulated investment companies and to distribute to shareholders each year substantially all of its taxable, if any, and tax-exempt net investment income, and all or substantially all of its net realized capital gains. Accordingly, no provision for federal income or excise tax is necessary. The Trust intends to satisfy conditions which will enable it to designate distributions from the interest income generated by its investments in municipal obligations, which are exempt from regular federal income tax when received by the Trust, as exempt-interest dividends. The portion of such interest, if any, earned on private activity bonds issued after August 7, 1986, may be considered a tax preference item to shareholders.

As of November 30, 2014, the Trust had no uncertain tax positions that would require financial statement recognition, de-recognition, or disclosure. The Trust files a U.S. federal income tax return annually after its fiscal year-end, which is subject to examination by the Internal Revenue Service for a period of three years from the date of filing.

**D Expense Reduction** State Street Bank and Trust Company (SSBT) serves as custodian of the Trust. Pursuant to the custodian agreement, SSBT receives a fee reduced by credits, which are determined based on the average daily cash balance the Trust maintains with SSBT. All credit balances, if any, used to reduce the

## Edgar Filing: EATON VANCE MUNICIPAL INCOME TRUST - Form N-CSR

Trust's custodian fees are reported as a reduction of expenses in the Statement of Operations.

**E Legal Fees** Legal fees and other related expenses incurred as part of negotiations of the terms and requirement of capital infusions, or that are expected to result in the restructuring of, or a plan of reorganization for, an investment are recorded as realized losses. Ongoing expenditures to protect or enhance an investment are treated as operating expenses.

**F Use of Estimates** The preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expense during the reporting period. Actual results could differ from those estimates.

**G Indemnifications** Under the Trust's organizational documents, its officers and Trustees may be indemnified against certain liabilities and expenses arising out of the performance of their duties to the Trust. Under Massachusetts law, if certain conditions prevail, shareholders of a Massachusetts business trust (such as the Trust) could be deemed to have personal liability for the obligations of the Trust. However, the Trust's Declaration of Trust contains an express disclaimer of liability on the part of Trust shareholders and the By-laws provide that the Trust shall assume the defense on behalf of any Trust shareholders. Moreover, the By-laws also provide for indemnification out of Trust property of any shareholder held personally liable solely by reason of being or having been a shareholder for all loss or expense arising from such liability. Additionally, in the normal course of business, the Trust enters into



## Eaton Vance

### Municipal Income Trust

November 30, 2014

#### Notes to Financial Statements continued

agreements with service providers that may contain indemnification clauses. The Trust's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Trust that have not yet occurred.

**H Floating Rate Notes Issued in Conjunction with Securities Held** The Trust may invest in residual interest bonds, also referred to as inverse floating rate securities, whereby the Trust may sell a variable or fixed rate bond to a broker for cash. At the same time, the Trust buys a residual interest in the assets and cash flows of a Special-Purpose Vehicle (the SPV), (which is generally organized as a trust), set up by the broker. The broker deposits a bond into the SPV with the same CUSIP number as the bond sold to the broker by the Trust, and which may have been, but is not required to be, the bond purchased from the Trust (the Bond). The SPV also issues floating rate notes (Floating Rate Notes) which are sold to third-parties. The residual interest bond held by the Trust gives the Trust the right (1) to cause the holders of the Floating Rate Notes to generally tender their notes at par, and (2) to have the broker transfer the Bond held by the SPV to the Trust, thereby terminating the SPV. Should the Trust exercise such right, it would generally pay the broker the par amount due on the Floating Rate Notes and exchange the residual interest bond for the underlying Bond. Pursuant to generally accepted accounting principles for transfers and servicing of financial assets and extinguishment of liabilities, the Trust accounts for the transaction described above as a secured borrowing by including the Bond in its Portfolio of Investments and the Floating Rate Notes as a liability under the caption "Payable for floating rate notes issued" in its Statement of Assets and Liabilities. The Floating Rate Notes have interest rates that generally reset weekly and their holders have the option to tender their notes to the broker for redemption at par at each reset date. Accordingly, the fair value of the payable for floating rates notes issued approximates its carrying value. If measured at fair value, the payable for floating rate notes would have been considered as Level 2 in the fair value hierarchy (see Note 8) at November 30, 2014. Interest expense related to the Trust's liability with respect to Floating Rate Notes is recorded as incurred. The SPV may be terminated by the Trust, as noted above, or by the broker upon the occurrence of certain termination events as defined in the trust agreement, such as a downgrade in the credit quality of the underlying Bond, bankruptcy or payment failure by the issuer of the underlying Bond, the inability to remarket Floating Rate Notes that have been tendered due to insufficient buyers in the market, or the failure by the SPV to obtain renewal of the liquidity agreement under which liquidity support is provided for the Floating Rate Notes up to one year. Structuring fees paid to the liquidity provider upon the creation of an SPV have been recorded as debt issuance costs and are being amortized as interest expense to the expected maturity of the related trust. Unamortized structuring fees related to a terminated SPV are recorded as a realized loss on extinguishment of debt. At November 30, 2014, the amount of the Trust's Floating Rate Notes outstanding and the related collateral were \$135,605,000 and \$197,259,991, respectively. The range of interest rates on the Floating Rate Notes outstanding at November 30, 2014 was 0.04% to 0.36%. For the year ended November 30, 2014, the Trust's average Floating Rate Notes outstanding and the average interest rate including fees and amortization of deferred debt issuance costs were \$127,485,384 and 0.66%, respectively.

The Trust may enter into shortfall and forbearance agreements with the broker by which the Trust agrees to reimburse the broker, in certain circumstances, for the difference between the liquidation value of the Bond held by the SPV and the liquidation value of the Floating Rate Notes, as well as any shortfalls in interest cash flows. The Trust had no shortfalls as of November 30, 2014.

The Trust may also purchase residual interest bonds from brokers in a secondary market transaction without first owning the underlying bond. Such transactions are not required to be treated as secured borrowings. Shortfall agreements, if any, related to residual interest bonds purchased in a secondary market transaction are disclosed in the Portfolio of Investments.

The Trust's investment policies and restrictions expressly permit investments in residual interest bonds. Such bonds typically offer the potential for yields exceeding the yields available on fixed rate bonds with comparable credit quality and maturity. These securities tend to underperform the market for fixed rate bonds in a rising long-term interest rate environment, but tend to outperform the market for fixed rate bonds when long-term interest rates decline. The value and income of residual interest bonds are generally more volatile than that of a fixed rate bond. The Trust's investment policies do not allow the Trust to borrow money except as permitted by the 1940 Act. Management believes that the Trust's restrictions on borrowing money and issuing senior securities (other than as specifically permitted) do not apply to Floating Rate Notes issued by the SPV and included as a liability in the Trust's Statement of Assets and Liabilities. As secured indebtedness issued by an SPV, Floating Rate Notes are distinct from the borrowings and senior securities to which the Trust's restrictions apply. Residual interest bonds held by the Trust are securities exempt from registration under Rule 144A of the Securities Act of 1933.

On December 10, 2013, five U.S. federal agencies published final rules implementing section 619 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Volcker Rule"). The Volcker Rule prohibits banking entities from engaging in proprietary trading of certain instruments and limits such entities' investments in, and relationships with, covered funds (such as SPVs), as defined in the rules. The compliance date for the Volcker Rule for certain covered funds is July 21, 2015 while for other covered funds the compliance date is July 21, 2016. The Volcker Rule may preclude banking entities and their affiliates from

## Edgar Filing: EATON VANCE MUNICIPAL INCOME TRUST - Form N-CSR

(i) sponsoring residual interest bond programs (as such programs are presently structured) and (ii) continuing relationships with or services for existing residual interest bond programs. As a result, residual interest bond trusts may need to be restructured or unwound. There can be no assurances that residual interest bond trusts can be restructured, that new sponsors of residual interest bond programs will develop, or that alternative forms of leverage will be available to the Trust. The effects of the Volcker Rule may make it more difficult for the Trust to maintain current or desired levels of leverage and may cause the Trust to incur additional expenses to maintain its leverage.

**I Financial Futures Contracts** Upon entering into a financial futures contract, the Trust is required to deposit with the broker, either in cash or securities, an amount equal to a certain percentage of the contract amount (initial margin). Subsequent payments, known as variation margin, are made or received by the Trust each business day, depending on the daily fluctuations in the value of the underlying security, and are recorded as unrealized gains or losses by the Trust. Gains (losses) are realized upon the expiration or closing of the financial futures contracts. Should market conditions change unexpectedly, the Trust may not achieve the anticipated benefits of the financial futures contracts and may realize a loss. Futures contracts have minimal counterparty risk as they are exchange traded and the clearinghouse for the exchange is substituted as the counterparty, guaranteeing counterparty performance.

## Eaton Vance

## Municipal Income Trust

November 30, 2014

## Notes to Financial Statements continued

**J Statement of Cash Flows** The cash amount shown in the Statement of Cash Flows of the Trust is the amount included in the Trust's Statement of Assets and Liabilities and represents the unrestricted cash on hand at its custodian and does not include any short-term investments.

**2 Auction Preferred Shares**

The Trust issued 2,620 Series A and Series B Auction Preferred Shares (APS) on March 1, 1999 in a public offering. The underwriting discount and other offering costs incurred in connection with the offering were recorded as a reduction of the paid-in capital of the common shares. The Trust issued 806 Series C APS on May 28, 2009 in connection with the acquisition of Eaton Vance National Municipal Income Trust. Dividends on the APS, which accrue daily, are cumulative at rates which are reset every seven days by an auction, unless a special dividend period has been set. If the APS auctions do not successfully clear, the dividend payment rate over the next period for the APS holders is set at a specified maximum applicable rate until such time as the APS auctions are successful. The maximum applicable rate on the APS is 110% (150% for taxable distributions) of the greater of the 1) AA Financial Composite Commercial Paper Rate or 2) Taxable Equivalent of the Short-Term Municipal Obligation Rate on the date of the auction. The stated spread over the reference benchmark rate is determined based on the credit rating of the APS. Series of APS are identical in all respects except for the reset dates of the dividend rates.

The number of APS issued and outstanding as of November 30, 2014 is as follows:

	<b>APS Issued and Outstanding</b>
Series A	2,000
Series B	2,000
Series C	806

The APS are redeemable at the option of the Trust at a redemption price equal to \$25,000 per share, plus accumulated and unpaid dividends, on any dividend payment date. The APS are also subject to mandatory redemption at a redemption price equal to \$25,000 per share, plus accumulated and unpaid dividends, if the Trust is in default for an extended period on its asset maintenance requirements with respect to the APS. If the dividends on the APS remain unpaid in an amount equal to two full years' dividends, the holders of the APS as a class have the right to elect a majority of the Board of Trustees. In general, the holders of the APS and the common shares have equal voting rights of one vote per share, except that the holders of the APS, as a separate class, have the right to elect at least two members of the Board of Trustees. The APS have a liquidation preference of \$25,000 per share, plus accumulated and unpaid dividends. The Trust is required to maintain certain asset coverage with respect to the APS as defined in the Trust's By-Laws and the 1940 Act. The Trust pays an annual fee up to 0.15% of the liquidation value of the APS to broker/dealers as a service fee if the auctions are unsuccessful; otherwise, the annual fee is 0.25%.

**3 Distributions to Shareholders and Income Tax Information**

The Trust intends to make monthly distributions of net investment income to common shareholders, after payment of any dividends on any outstanding APS. In addition, at least annually, the Trust intends to distribute all or substantially all of its net realized capital gains (reduced by available capital loss carryforwards from prior years). Distributions to common shareholders are recorded on the ex-dividend date. Distributions to preferred shareholders are recorded daily and are payable at the end of each dividend period. The dividend rates for the APS at November 30, 2014, and the amount of dividends accrued (including capital gains, if any) to APS shareholders, average APS dividend rates, and dividend rate ranges for the year then ended were as follows:

APS Dividend	Dividends	Average APS	Dividend
--------------	-----------	-------------	----------

Edgar Filing: EATON VANCE MUNICIPAL INCOME TRUST - Form N-CSR

	<b>Rates at</b>	<b>Accrued to APS</b>	<b>Dividend</b>	<b>Rate</b>
	<b>November 30, 2014</b>	<b>Shareholders</b>	<b>Rates</b>	<b>Ranges (%)</b>
Series A	0.11%	\$ 54,880	0.11%	0.07 0.23
Series B	0.10	53,714	0.11	0.07 0.21
Series C	0.10	20,885	0.10	0.07 0.20

Beginning February 13, 2008 and consistent with the patterns in the broader market for auction-rate securities, the Trust's APS auctions were unsuccessful in clearing due to an imbalance of sell orders over bids to buy the APS. As a result, the dividend rates of the APS were reset to the maximum applicable rates. The table above reflects such maximum dividend rate for each series as of November 30, 2014.

## Eaton Vance

## Municipal Income Trust

November 30, 2014

## Notes to Financial Statements continued

Distributions to shareholders are determined in accordance with income tax regulations, which may differ from U.S. GAAP. As required by U.S. GAAP, only distributions in excess of tax basis earnings and profits are reported in the financial statements as a return of capital. Permanent differences between book and tax accounting relating to distributions are reclassified to paid-in capital. For tax purposes, distributions from short-term capital gains are considered to be from ordinary income.

The tax character of distributions declared for the years ended November 30, 2014 and November 30, 2013 was as follows:

	<b>Year Ended November 30,</b>	
	<b>2014</b>	<b>2013</b>
<b>Distributions declared from:</b>		
Tax-exempt income	\$ 20,710,946	\$ 20,906,070
Ordinary income	619,323	589,801

During the year ended November 30, 2014, accumulated net realized loss was increased by \$144,249 and accumulated undistributed net investment income was increased by \$144,249 due to differences between book and tax accounting, primarily for accretion of market discount. These reclassifications had no effect on the net assets or net asset value per share of the Trust.

As of November 30, 2014, the components of distributable earnings (accumulated losses) and unrealized appreciation (depreciation) on a tax basis were as follows:

Undistributed ordinary income	\$ 88,009
Undistributed tax-exempt income	\$ 1,055,410
Capital loss carryforward	\$ (52,201,004)
Net unrealized appreciation	\$ 49,109,539
Other temporary differences	\$ (1,326)

The differences between components of distributable earnings (accumulated losses) on a tax basis and the amounts reflected in the Statement of Assets and Liabilities are primarily due to wash sales, accretion of market discount, the timing of recognizing distributions to shareholders, residual interest bonds, defaulted bond interest and expenditures on defaulted bonds.

At November 30, 2014, the Trust, for federal income tax purposes, had a capital loss carryforward of \$52,201,004 which will reduce its taxable income arising from future net realized gains on investment transactions, if any, to the extent permitted by the Internal Revenue Code, and thus will reduce the amount of distributions to shareholders, which would otherwise be necessary to relieve the Trust of any liability for federal income or excise tax. Such capital loss carryforward will expire on November 30, 2016 (\$6,859,637), November 30, 2017 (\$19,113,316), November 30, 2018 (\$195,807) and November 30, 2019 (\$26,032,244) and its character is short-term. Under tax regulations, capital losses incurred in taxable years beginning after December 2010 are considered deferred capital losses and are treated as arising on the first day of the Trust's next taxable year, retaining the same short-term or long-term character as when originally deferred. Deferred capital losses are required to be used prior to capital loss carryforwards, which carry an expiration date. As a result of this ordering rule, capital loss carryforwards may be more likely to expire unused.

During the year ended November 30, 2014, a capital loss carryforward of \$6,854,472 was utilized to offset net realized gains by the Trust.

## Edgar Filing: EATON VANCE MUNICIPAL INCOME TRUST - Form N-CSR

The cost and unrealized appreciation (depreciation) of investments of the Trust at November 30, 2014, as determined on a federal income tax basis, were as follows:

<b>Aggregate cost</b>	<b>\$ 369,749,866</b>
Gross unrealized appreciation	\$ 54,987,816
Gross unrealized depreciation	(5,878,277)
<b>Net unrealized appreciation</b>	<b>\$ 49,109,539</b>

## Eaton Vance

### Municipal Income Trust

November 30, 2014

#### Notes to Financial Statements continued

#### 4 Investment Adviser Fee and Other Transactions with Affiliates

The investment adviser fee is earned by Eaton Vance Management (EVM) as compensation for investment advisory services rendered to the Trust. The fee is computed at an annual rate of 0.625% (0.640% prior to May 1, 2014) of the Trust's average weekly gross assets and is payable monthly. Pursuant to a fee reduction agreement between the Trust and EVM that commenced on May 1, 2010, the annual adviser fee rate is reduced by 0.015% every May 1 thereafter for the next nineteen years. The fee reduction cannot be terminated or reduced without the approval of a majority vote of the Trustees of the Trust who are not interested persons of EVM or the Trust and by the vote of a majority of shareholders. Average weekly gross assets include the principal amount of any indebtedness for money borrowed, including debt securities issued by the Trust, and the amount of any outstanding APS issued by the Trust. Pursuant to a fee reduction agreement with EVM, average weekly gross assets are calculated by adding to net assets the liquidation value of the Trust's APS then outstanding and the amount payable by the Trust to floating rate note holders, such adjustment being limited to the value of the APS outstanding prior to any APS redemptions by the Trust. The administration fee is earned by EVM for administering the business affairs of the Trust and is computed at an annual rate of 0.20% of the Trust's average weekly gross assets. For the year ended November 30, 2014, the investment adviser fee and administration fee were \$2,806,138 and \$889,555, respectively.

Trustees and officers of the Trust who are members of EVM's organization receive remuneration for their services to the Trust out of the investment adviser fee. Trustees of the Trust who are not affiliated with EVM may elect to defer receipt of all or a percentage of their annual fees in accordance with the terms of the Trustees Deferred Compensation Plan. For the year ended November 30, 2014, no significant amounts have been deferred. Certain officers and Trustees of the Trust are officers of EVM.

#### 5 Purchases and Sales of Investments

Purchases and sales of investments, other than short-term obligations, aggregated \$208,730,068 and \$188,404,945, respectively, for the year ended November 30, 2014.

#### 6 Common Shares of Beneficial Interest and Shelf Offering

Common shares issued by the Trust pursuant to its dividend reinvestment plan for the years ended November 30, 2014 and November 30, 2013 were 24,569 and 26,296, respectively.

Pursuant to a registration statement filed with and declared effective on July 2, 2013 by the SEC, the Trust is authorized to issue up to an additional 2,281,789 common shares through an equity shelf offering program (the "shelf offering"). Under the shelf offering, the Trust, subject to market conditions, may raise additional capital from time to time and in varying amounts and offering methods at a net price at or above the Trust's net asset value per common share.

During the years ended November 30, 2014 and November 30, 2013, the Trust sold 316,956 and 531,563 common shares, respectively, and received proceeds (net of offering costs) of \$3,863,738 and \$5,802,111, respectively, through its shelf offering. The net proceeds in excess of the net asset value of the shares sold were \$145,325 and \$276,670, respectively. Offering costs (other than the applicable sales commissions) incurred in connection with the shelf offering were borne directly by EVM. Eaton Vance Distributors, Inc. (EVD), an affiliate of EVM, is the distributor of the Trust's shares and is entitled to receive a sales commission from the Trust of 1.00% of the gross sales price per share, a portion of which is re-allowed to sales agents. The Trust was informed that the sales commissions retained by EVD during the years ended November 30, 2014 and November 30, 2013 were \$7,806 and \$11,722, respectively.

On November 11, 2013, the Board of Trustees of the Trust authorized the repurchase by the Trust of up to 10% of its then currently outstanding common shares in open-market transactions at a discount to net asset value. The repurchase program does not obligate the Trust to purchase a specific amount of shares. There were no repurchases of common shares by the Trust for the years ended November 30, 2014 and November 30, 2013.

#### 7 Overdraft Advances

## Edgar Filing: EATON VANCE MUNICIPAL INCOME TRUST - Form N-CSR

Pursuant to the custodian agreement, SSBT may, in its discretion, advance funds to the Trust to make properly authorized payments. When such payments result in an overdraft, the Trust is obligated to repay SSBT at the current rate of interest charged by SSBT for secured loans (currently, the Federal Funds rate plus 2%). This obligation is payable on demand to SSBT. SSBT has a lien on the Trust's assets to the extent of any overdraft. At November 30, 2014, the Trust had a payment due to SSBT pursuant to the foregoing arrangement of \$4,605,744. Based on the short-term nature of these payments and the variable interest rate, the carrying value of the overdraft advances approximated its fair value at November 30, 2014. If measured at fair value, overdraft advances would have been considered as Level 2 in the fair value hierarchy (see Note 8) at November 30, 2014. The Trust's average overdraft advances during the year ended November 30, 2014 were not significant.



## Eaton Vance

## Municipal Income Trust

November 30, 2014

## Notes to Financial Statements continued

## 8 Fair Value Measurements

Under generally accepted accounting principles for fair value measurements, a three-tier hierarchy to prioritize the assumptions, referred to as inputs, is used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including a fund's own assumptions in determining the fair value of investments)

In cases where the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level disclosed is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At November 30, 2014, the hierarchy of inputs used in valuing the Trust's investments, which are carried at value, were as follows:

Asset Description	Level 1	Level 2	Level 3*	Total
Tax-Exempt Municipal Securities	\$	\$ 544,109,517	\$	\$ 544,109,517
Taxable Municipal Securities		4,502,803		4,502,803
Corporate Bonds & Notes		5,820,790	31,295	5,852,085
<b>Total Investments</b>	<b>\$</b>	<b>\$ 554,433,110</b>	<b>\$ 31,295</b>	<b>\$ 554,464,405</b>

\* None of the unobservable inputs for Level 3 assets, individually or collectively, had a material impact on the Trust. Level 3 investments at the beginning and/or end of the period in relation to net assets were not significant and accordingly, a reconciliation of Level 3 assets for the year ended November 30, 2014 is not presented.

At November 30, 2014, there were no investments transferred between Level 1 and Level 2 during the year then ended.

Eaton Vance

## Municipal Income Trust

November 30, 2014

### Report of Independent Registered Public Accounting Firm

To the Trustees and Shareholders of Eaton Vance Municipal Income Trust:

We have audited the accompanying statement of assets and liabilities of Eaton Vance Municipal Income Trust (the Trust), including the portfolio of investments, as of November 30, 2014, and the related statements of operations and cash flows for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Trust's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Trust is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of November 30, 2014, by correspondence with the custodian and brokers; where replies were not received from brokers, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Eaton Vance Municipal Income Trust as of November 30, 2014, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

DELOITTE & TOUCHE LLP

Boston, Massachusetts

January 15, 2015

Eaton Vance

## Municipal Income Trust

November 30, 2014

### Federal Tax Information (Unaudited)

The Form 1099-DIV you receive in February 2015 will show the tax status of all distributions paid to your account in calendar year 2014. Shareholders are advised to consult their own tax adviser with respect to the tax consequences of their investment in the Trust. As required by the Internal Revenue Code and/or regulations, shareholders must be notified regarding exempt-interest dividends.

**Exempt-Interest Dividends.** For the fiscal year ended November 30, 2014, the Trust designates 97.10% of distributions from net investment income as an exempt-interest dividend.

## Eaton Vance

### Municipal Income Trust

November 30, 2014

#### Dividend Reinvestment Plan

The Trust offers a dividend reinvestment plan (Plan) pursuant to which shareholders automatically have distributions reinvested in common shares (Shares) of the Trust unless they elect otherwise through their investment dealer. On the distribution payment date, if the NAV per Share is equal to or less than the market price per Share plus estimated brokerage commissions, then new Shares will be issued. The number of Shares shall be determined by the greater of the NAV per Share or 95% of the market price. Otherwise, Shares generally will be purchased on the open market by American Stock Transfer & Trust Company, LLC, the Plan agent (Agent). Distributions subject to income tax (if any) are taxable whether or not Shares are reinvested.

If your Shares are in the name of a brokerage firm, bank, or other nominee, you can ask the firm or nominee to participate in the Plan on your behalf. If the nominee does not offer the Plan, you will need to request that the Trust's transfer agent re-register your Shares in your name or you will not be able to participate.

The Agent's service fee for handling distributions will be paid by the Trust. Plan participants will be charged their pro rata share of brokerage commissions on all open-market purchases.

Plan participants may withdraw from the Plan at any time by writing to the Agent at the address noted on the following page. If you withdraw, you will receive Shares in your name for all Shares credited to your account under the Plan. If a participant elects by written notice to the Agent to sell part or all of his or her Shares and remit the proceeds, the Agent is authorized to deduct a \$5.00 fee plus brokerage commissions from the proceeds.

If you wish to participate in the Plan and your Shares are held in your own name, you may complete the form on the following page and deliver it to the Agent. Any inquiries regarding the Plan can be directed to the Agent at 1-866-439-6787.

Eaton Vance

## Municipal Income Trust

November 30, 2014

### Application for Participation in Dividend Reinvestment Plan

This form is for shareholders who hold their common shares in their own names. If your common shares are held in the name of a brokerage firm, bank, or other nominee, you should contact your nominee to see if it will participate in the Plan on your behalf. If you wish to participate in the Plan, but your brokerage firm, bank, or nominee is unable to participate on your behalf, you should request that your common shares be re-registered in your own name which will enable your participation in the Plan.

The following authorization and appointment is given with the understanding that I may terminate it at any time by terminating my participation in the Plan as provided in the terms and conditions of the Plan.

Please print exact name on account:

Shareholder signature

Date

Shareholder signature

Date

Please sign exactly as your common shares are registered. All persons whose names appear on the share certificate must sign.

**YOU SHOULD NOT RETURN THIS FORM IF YOU WISH TO RECEIVE YOUR DISTRIBUTIONS IN CASH. THIS IS NOT A PROXY.**

*This authorization form, when signed, should be mailed to the following address:*

Eaton Vance Municipal Income Trust

c/o American Stock Transfer & Trust Company, LLC

P.O. Box 922

Wall Street Station

New York, NY 10269-0560

**Number of Employees**

The Trust is organized as a Massachusetts business trust and is registered under the Investment Company Act of 1940, as amended, as a closed-end management investment company and has no employees.

**Number of Shareholders**

As of November 30, 2014, Trust records indicate that there are 77 registered shareholders and approximately 8,696 shareholders owning the Trust shares in street name, such as through brokers, banks, and financial intermediaries.

If you are a street name shareholder and wish to receive Trust reports directly, which contain important information about the Trust, please write or call:

Eaton Vance Distributors, Inc.

Two International Place

Boston, MA 02110

1-800-262-1122

**NYSE Amex symbol**

NYSE Amex Stock Exchange symbol is EVN

## Eaton Vance

## Municipal Income Trust

November 30, 2014

## Management and Organization

**Fund Management.** The Trustees of Eaton Vance Municipal Income Trust (the Trust) are responsible for the overall management and supervision of the Trust's affairs. The Trustees and officers of the Trust are listed below. Except as indicated, each individual has held the office shown or other offices in the same company for the last five years. The Noninterested Trustees consist of those Trustees who are not interested persons of the Trust, as that term is defined under the 1940 Act. The business address of each Trustee and officer is Two International Place, Boston, Massachusetts 02110. As used below, EVC refers to Eaton Vance Corp., EV refers to Eaton Vance, Inc., EVM refers to Eaton Vance Management, BMR refers to Boston Management and Research and EVD refers to Eaton Vance Distributors, Inc. EVC and EV are the corporate parent and trustee, respectively, of EVM and BMR. EVD is a wholly-owned subsidiary of EVC. Each officer affiliated with Eaton Vance may hold a position with other Eaton Vance affiliates that is comparable to his or her position with EVM listed below. Each Trustee oversees 179 portfolios in the Eaton Vance Complex (including all master and feeder funds in a master feeder structure). Each officer serves as an officer of certain other Eaton Vance funds. Each Trustee serves for a three year term. Each officer serves until his or her successor is elected.

Name and Year of Birth	Position(s) with the Trust	Term Expiring; Trustee Since <sup>(1)</sup>	Principal Occupation(s) and Directorships
			During Past Five Years and Other Relevant Experience
<b>Interested Trustee</b>			
Thomas E. Faust Jr. 1958	Class II Trustee	Until 2016. Trustee since 2007.	Chairman, Chief Executive Officer and President of EVC, Director and President of EV, Chief Executive Officer and President of EVM and BMR, and Director of EVD. Trustee and/or officer of 179 registered investment companies. Mr. Faust is an interested person because of his positions with EVM, BMR, EVD, EVC and EV, which are affiliates of the Trust.  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> Director of EVC and Hexavest Inc.
<b>Noninterested Trustees</b>			
Scott E. Eston 1956	Class II Trustee	Until 2016. Trustee since 2011.	Private investor. Formerly held various positions at Grantham, Mayo, Van Otterloo and Co., L.L.C. (investment management firm) (1997-2009), including Chief Operating Officer (2002-2009), Chief Financial Officer (1997-2009) and Chairman of the Executive Committee (2002-2008); President and Principal Executive Officer, GMO Trust (open-end registered investment company) (2006-2009). Former Partner, Coopers and Lybrand L.L.P. (now PricewaterhouseCoopers) (public accounting firm) (1987-1997).  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> None.
Cynthia E. Frost <sup>(3)</sup> 1961	Class I Trustee	Until 2015. Trustee since 2014.	Private investor. Formerly, Chief Investment Officer of Brown University (university endowment) (2000-2012); Portfolio Strategist for Duke Management Company (university endowment manager) (1995-2000); Managing Director, Cambridge Associates (1989-1995); Consultant, Bain and Company (1987-1989); Senior Equity Analyst, BA Investment Management Company (1983-1985).  <b>Directorships in the Last Five Years.</b> None.

## Edgar Filing: EATON VANCE MUNICIPAL INCOME TRUST - Form N-CSR

George J. Gorman <sup>(3)</sup>	Class I	Until 2015.	Principal at George J. Gorman LLC (consulting firm). Formerly, Senior Partner at Ernst & Young LLP (public accounting firm) (1974-2009).
1952	Trustee	Trustee since 2014.	<b>Directorships in the Last Five Years.</b> Formerly, Trustee of the Bank of America Money Market Funds Series Trust (2011-2014) and of the Ashmore Funds (2010-2014).
Valerie A. Mosley <sup>(4)</sup>	Class I	Until 2015.	Chairwoman and Chief Executive Officer of Valmo Ventures (a consulting and investment firm). Former Partner and Senior Vice President, Portfolio Manager and Investment Strategist at Wellington Management Company, LLP (investment management firm) (1992-2012). Former Chief Investment Officer, PG Corbin Asset Management (1990-1992). Formerly worked in institutional corporate bond sales at Kidder Peabody (1986-1990).
1960	Trustee	Trustee since 2014.	<b>Directorships in the Last Five Years.</b> <sup>(2)</sup> Director of Dynex Capital, Inc. (mortgage REIT) (since 2013).



## Eaton Vance

## Municipal Income Trust

November 30, 2014

## Management and Organization continued

Name and Year of Birth	Position(s) with the Trust	Term Expiring; Trustee Since <sup>(1)</sup>	Principal Occupation(s) and Directorships
			During Past Five Years and Other Relevant Experience
<b>Noninterested Trustees (continued)</b>			
William H. Park <sup>(A)</sup> 1947	Class III Trustee	Until 2017 <sup>(5)</sup> . Trustee since 2003.	Consultant and private investor. Formerly, Chief Financial Officer, Aveon Group L.P. (investment management firm) (2010-2011). Formerly, Vice Chairman, Commercial Industrial Finance Corp. (specialty finance company) (2006-2010). Formerly, President and Chief Executive Officer, Prizm Capital Management, LLC (investment management firm) (2002-2005). Formerly, Executive Vice President and Chief Financial Officer, United Asset Management Corporation (investment management firm) (1982-2001). Formerly, Senior Manager, Price Waterhouse (now PricewaterhouseCoopers) (an independent registered public accounting firm) (1972-1981).  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> None.
Ronald A. Pearlman 1940	Class I Trustee	Until 2015. Trustee since 2003.	Lawyer and consultant. Formerly, Professor of Law, Georgetown University Law Center (1999-2014). Formerly, Partner, Covington & Burling LLP (law firm) (1991-2000). Formerly, Chief of Staff, Joint Committee on Taxation, U.S. Congress (1988-1990). Formerly, Deputy Assistant Secretary (Tax Policy) and Assistant Secretary (Tax Policy), U.S. Department of the Treasury (1983-1985).  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> None.
Helen Frame Peters 1948	Class III Trustee	Until 2017. Trustee since 2008.	Professor of Finance, Carroll School of Management, Boston College. Formerly, Dean, Carroll School of Management, Boston College (2000-2002). Formerly, Chief Investment Officer, Fixed Income, Scudder Kemper Investments (investment management firm) (1998-1999). Formerly, Chief Investment Officer, Equity and Fixed Income, Colonial Management Associates (investment management firm) (1991-1998).  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> Formerly, Director of BJ's Wholesale Club, Inc. (wholesale club retailer) (2004-2011). Formerly, Trustee of SPDR Index Shares Funds and SPDR Series Trust (exchange traded funds) (2000-2009). Formerly, Director of Federal Home Loan Bank of Boston (a bank for banks) (2007-2009).
Harriett Tee Taggart 1948	Class III Trustee	Until 2017. Trustee since 2011.	Managing Director, Taggart Associates (a professional practice firm). Formerly, Partner and Senior Vice President, Wellington Management Company, LLP (investment management firm) (1983-2006).  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> Director of Albemarle Corporation (chemicals manufacturer) (since 2007) and The Hanover Group (specialty property and casualty insurance company) (since 2009). Formerly, Director of Lubrizol Corporation (specialty chemicals) (2007-2011).
Ralph F. Verni <sup>(A)</sup>	Chairman of the Board and	Until 2016.	Consultant and private investor. Formerly, Chief Investment Officer (1982-1992), Chief Financial Officer (1988-1990) and Director (1982-1992), New England Life.

## Edgar Filing: EATON VANCE MUNICIPAL INCOME TRUST - Form N-CSR

1943	Class II  Trustee	Trustee since 2005 and Chairman since 2007.	Formerly, Chairperson, New England Mutual Funds (1982-1992). Formerly, President and Chief Executive Officer, State Street Management & Research (1992-2000). Formerly, Chairperson, State Street Research Mutual Funds (1992-2000). Formerly, Director, W.P. Carey, LLC (1998-2004) and First Pioneer Farm Credit Corp. (2002-2006).
------	-------------------------	--	---

**Directorships in the Last Five Years.<sup>(2)</sup> None.**

### Principal Officers who are not Trustees

<b>Name and Year of Birth</b>	<b>Position(s) with the Trust</b>	<b>Officer Since<sup>(6)</sup></b>	<b>Principal Occupation(s) During Past Five Years</b>
Payson F. Swaffield	President	2003	Vice President and Chief Income Investment Officer of EVM and BMR.
1956			
Maureen A. Gemma	Vice President, Secretary and Chief Legal Officer	2005	Vice President of EVM and BMR.
1960			
James F. Kirchner	Treasurer	2007	Vice President of EVM and BMR.
1967			
Paul M. O Neil	Chief Compliance Officer	2004	Vice President of EVM and BMR.
1953			

## Eaton Vance

### Municipal Income Trust

November 30, 2014

#### Management and Organization continued

- (1) Year first appointed to serve as Trustee for a fund in the Eaton Vance family of funds. Each Trustee has served continuously since appointment unless indicated otherwise. Each Trustee holds office until the annual meeting for the year in which his or her term expires and until his or her successor is elected and qualified, subject to a prior death, resignation, retirement, disqualification or removal.
  - (2) During their respective tenures, the Trustees (except for Ms. Frost and Mr. Gorman) also served as Board members of one or more of the following funds (which operated in the years noted): eUnits™ 2 Year U.S. Market Participation Trust: Upside to Cap / Buffered Downside (launched in 2012 and terminated in 2014); eUnits™ 2 Year U.S. Market Participation Trust II: Upside to Cap / Buffered Downside (launched in 2012 and terminated in 2014); Eaton Vance Credit Opportunities Fund (launched in 2005 and terminated in 2010); Eaton Vance Insured Florida Plus Municipal Bond Fund (launched in 2002 and terminated in 2009); and Eaton Vance National Municipal Income Trust (launched in 1998 and terminated in 2009). However, Ms. Mosley did not serve as a Board member of eUnits™ 2 Year U.S. Market Participation Trust: Upside to Cap / Buffered Downside (launched in 2012 and terminated in 2014).
  - (3) Ms. Frost and Mr. Gorman began serving as Trustees effective May 29, 2014.
  - (4) Ms. Mosley began serving as a Trustee effective January 1, 2014.
  - (5) Due to a lack of quorum of APS, the Trust was unable to act on election of Mr. Park. Accordingly, Mr. Park will remain in office and continue to serve as Trustee of the Trust.
  - (6) Year first elected to serve as officer of a fund in the Eaton Vance family of funds when the officer has served continuously. Otherwise, year of most recent election as an officer of a fund in the Eaton Vance family of funds. Titles may have changed since initial election.
- (A) APS Trustee.

## Eaton Vance Funds

### IMPORTANT NOTICES

**Privacy.** The Eaton Vance organization is committed to ensuring your financial privacy. Each of the financial institutions identified below has in effect the following policy ( Privacy Policy ) with respect to nonpublic personal information about its customers:

Only such information received from you, through application forms or otherwise, and information about your Eaton Vance fund transactions will be collected. This may include information such as name, address, social security number, tax status, account balances and transactions.

None of such information about you (or former customers) will be disclosed to anyone, except as permitted by law (which includes disclosure to employees necessary to service your account). In the normal course of servicing a customer's account, Eaton Vance may share information with unaffiliated third parties that perform various required services such as transfer agents, custodians and broker-dealers.

Policies and procedures (including physical, electronic and procedural safeguards) are in place that are designed to protect the confidentiality of such information.

We reserve the right to change our Privacy Policy at any time upon proper notification to you. Customers may want to review our Privacy Policy periodically for changes by accessing the link on our homepage: [www.eatonvance.com](http://www.eatonvance.com).

Our pledge of privacy applies to the following entities within the Eaton Vance organization: the Eaton Vance Family of Funds, Eaton Vance Management, Eaton Vance Investment Counsel, Eaton Vance Distributors, Inc., Eaton Vance Trust Company, Eaton Vance Management's Real Estate Investment Group and Boston Management and Research. In addition, our Privacy Policy applies only to those Eaton Vance customers who are individuals and who have a direct relationship with us. If a customer's account (i.e., fund shares) is held in the name of a third-party financial advisor/broker-dealer, it is likely that only such advisor's privacy policies apply to the customer. This notice supersedes all previously issued privacy disclosures. For more information about Eaton Vance's Privacy Policy, please call 1-800-262-1122.

**Delivery of Shareholder Documents.** The Securities and Exchange Commission (SEC) permits funds to deliver only one copy of shareholder documents, including prospectuses, proxy statements and shareholder reports, to fund investors with multiple accounts at the same residential or post office box address. This practice is often called "householding" and it helps eliminate duplicate mailings to shareholders. *Eaton Vance, or your financial advisor, may household the mailing of your documents indefinitely unless you instruct Eaton Vance, or your financial advisor, otherwise.* If you would prefer that your Eaton Vance documents not be householded, please contact Eaton Vance at 1-800-262-1122, or contact your financial advisor. Your instructions that householding not apply to delivery of your Eaton Vance documents will be effective within 30 days of receipt by Eaton Vance or your financial advisor.

**Portfolio Holdings.** Each Eaton Vance Fund and its underlying Portfolio(s) (if applicable) will file a schedule of portfolio holdings on Form N-Q with the SEC for the first and third quarters of each fiscal year. The Form N-Q will be available on the Eaton Vance website at [www.eatonvance.com](http://www.eatonvance.com), by calling Eaton Vance at 1-800-262-1122 or in the EDGAR database on the SEC's website at [www.sec.gov](http://www.sec.gov). Form N-Q may also be reviewed and copied at the SEC's public reference room in Washington, D.C. (call 1-800-732-0330 for information on the operation of the public reference room).

**Proxy Voting.** From time to time, funds are required to vote proxies related to the securities held by the funds. The Eaton Vance Funds or their underlying Portfolios (if applicable) vote proxies according to a set of policies and procedures approved by the Funds' and Portfolios' Boards. You may obtain a description of these policies and procedures and information on how the Funds or Portfolios voted proxies relating to portfolio securities during the most recent 12-month period ended June 30, without charge, upon request, by calling 1-800-262-1122 and by accessing the SEC's website at [www.sec.gov](http://www.sec.gov).

**Share Repurchase Program.** The Fund's Board of Trustees has approved a share repurchase program authorizing the Fund to repurchase up to 10% of its outstanding common shares as of the approved date in open-market transactions at a discount to net asset value. The repurchase program does not obligate the Fund to purchase a specific amount of shares. The Fund's repurchase activity, including the number of shares purchased, average price and average discount to net asset value, is disclosed in the Fund's annual and semi-annual reports to shareholders.

## Edgar Filing: EATON VANCE MUNICIPAL INCOME TRUST - Form N-CSR

**Additional Notice to Shareholders.** If applicable, a Fund may redeem or purchase its outstanding preferred shares in order to maintain compliance with regulatory requirements, borrowing or rating agency requirements or for other purposes as it deems appropriate or necessary.

**Closed-End Fund Information.** Eaton Vance closed-end funds make fund performance data and certain information about portfolio characteristics available on the Eaton Vance website shortly after the end of each month. Other information about the funds is available on the website. The funds' net asset value per share is readily accessible on the Eaton Vance website. Portfolio holdings for the most recent month-end are also posted to the website approximately 30 days following the end of the month. This information is available at [www.eatonvance.com](http://www.eatonvance.com) on the fund information pages under Individual Investors Closed-End Funds .

This Page Intentionally Left Blank

This Page Intentionally Left Blank

This Page Intentionally Left Blank



Investment Adviser and Administrator

**Eaton Vance Management**

Two International Place

Boston, MA 02110

Custodian

**State Street Bank and Trust Company**

State Street Financial Center, One Lincoln Street

Boston, MA 02111

Transfer Agent

**American Stock Transfer & Trust Company, LLC**

6201 15<sup>th</sup> Avenue

Brooklyn, NY 11219

Independent Registered Public Accounting Firm

**Deloitte & Touche LLP**

200 Berkeley Street

Boston, MA 02116-5022

Fund Offices

Two International Place

Boston, MA 02110

151 11.30.14

**Item 2. Code of Ethics**

The registrant has adopted a code of ethics applicable to its Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer. The registrant undertakes to provide a copy of such code of ethics to any person upon request, without charge, by calling 1-800-262-1122.

**Item 3. Audit Committee Financial Expert**

The registrant's Board has designated William H. Park, an independent trustee, as its audit committee financial expert. Mr. Park is a certified public accountant who is a consultant and private investor. Previously, he served as the Chief Financial Officer of Aveon Group, L.P. (an investment management firm), as the Vice Chairman of Commercial Industrial Finance Corp. (specialty finance company), as President and Chief Executive Officer of Prizm Capital Management, LLC (investment management firm), as Executive Vice President and Chief Financial Officer of United Asset Management Corporation (an institutional investment management firm) and as a Senior Manager at Price Waterhouse (now PricewaterhouseCoopers) (an independent registered public accounting firm).

**Item 4. Principal Accountant Fees and Services**

(a)-(d)

The following table presents the aggregate fees billed to the registrant for the registrant's fiscal years ended November 30, 2013 and November 30, 2014 by the Fund's principal accountant, Deloitte & Touche LLP ( "D&T" ), for professional services rendered for the audit of the registrant's annual financial statements and fees billed for other services rendered by D&T during such periods.

<b>Fiscal Years Ended</b>	<b>11/30/13</b>	<b>11/30/14</b>
Audit Fees	\$ 67,480	\$ 76,830
Audit-Related Fees <sup>(1)</sup>	\$ 3,915	\$ 0
Tax Fees <sup>(2)</sup>	\$ 15,060	\$ 15,850
All Other Fees <sup>(3)</sup>	\$ 0	\$ 0
<b>Total</b>	<b>\$ 86,455</b>	<b>\$ 92,680</b>

- (1) Audit-related fees consist of the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit of financial statements and are not reported under the category of audit fees and specifically include fees for the performance of certain agreed-upon procedures relating to the registrant's auction preferred shares.
- (2) Tax fees consist of the aggregate fees billed for professional services rendered by the principal accountant relating to tax compliance, tax advice, and tax planning and specifically include fees for tax return preparation and other related tax compliance/planning matters.
- (3) All other fees consist of the aggregate fees billed for products and services provided by the principal accountant other than audit, audit-related, and tax services.

(e)(1) The registrant's audit committee has adopted policies and procedures relating to the pre-approval of services provided by the registrant's principal accountant (the "Pre-Approval Policies"). The Pre-Approval Policies establish a framework intended to assist the audit committee in the proper discharge of its pre-approval responsibilities. As a general matter, the Pre-Approval Policies (i) specify certain types of audit, audit-related, tax, and other services determined to be pre-approved by the audit committee; and (ii) delineate specific procedures governing the mechanics of the pre-approval process, including the approval and monitoring of audit and non-audit service fees. Unless a service is specifically pre-approved under the Pre-Approval Policies, it must be separately pre-approved by the audit committee.

The Pre-Approval Policies and the types of audit and non-audit services pre-approved therein must be reviewed and ratified by the registrant's audit committee at least annually. The registrant's audit committee maintains full responsibility for the appointment, compensation, and oversight of the work of the registrant's principal accountant.

(e)(2) No services described in paragraphs (b)-(d) above were approved by the registrant's audit committee pursuant to the de minimis exception set forth in Rule 2-01(c)(7)(i)(C) of Regulation S-X.

(f) Not applicable.

(g) The following table presents (i) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed to the registrant by D&T for the registrant's fiscal years ended November 30, 2013 and November 30, 2014; and

(ii) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed to the Eaton Vance organization by D&T for the same time periods.

<b>Fiscal Years Ended</b>	<b>11/30/13</b>	<b>11/30/14</b>
<b>Registrant</b>	\$ 18,975	\$ 15,850
<b>Eaton Vance<sup>(1)</sup></b>	\$ 409,685	\$ 99,750

(1) Eaton Vance Management, a subsidiary of Eaton Vance Corp., acts as the registrant's investment adviser and administrator.

(h) The registrant's audit committee has considered whether the provision by the registrant's principal accountant of non-audit services to the registrant's investment adviser and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the registrant that were not pre-approved pursuant to Rule 2-01(c)(7)(ii) of Regulation S-X is compatible with maintaining the principal accountant's independence.

### **Item 5. Audit Committee of Listed Registrants**

The registrant has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities and Exchange Act of 1934, as amended. William H. Park (Chair), Scott E. Eston, Ronald A. Pearlman, Helen Frame Peters and Ralph F. Verni are the members of the registrant's audit committee.

### **Item 6. Schedule of Investments**

Please see schedule of investments contained in the Report to Stockholders included under Item 1 of this Form N-CSR.

### **Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies**

The Board of Trustees of the Trust has adopted a proxy voting policy and procedure (the "Fund Policy"), pursuant to which the Trustees have delegated proxy voting responsibility to the Fund's investment adviser and adopted the investment adviser's proxy voting policies and procedures (the "Policies") which are described below. The Trustees will review the Fund's proxy voting records from time to time and will annually consider approving the Policies for the upcoming year. In the event that a conflict of interest arises between the Fund's shareholders and the investment adviser, the administrator, or any of their affiliates or any affiliate of the Fund, the investment adviser will generally refrain from voting the proxies related to the companies giving rise to such conflict until it consults with the Board's Special Committee except as contemplated under the Fund Policy. The Board's Special Committee will instruct the investment adviser on the appropriate course of action.

The Policies are designed to promote accountability of a company's management to its shareholders and to align the interests of management with those shareholders. An independent proxy voting service ("Agent"), currently Institutional Shareholder Services, Inc., has been retained to assist in the voting of proxies through the provision of vote analysis, implementation and recordkeeping and disclosure services. The investment adviser will generally vote proxies through the Agent. The Agent is required to vote all proxies and/or refer them back to the investment adviser pursuant to the Policies. It is generally the policy of the investment adviser to vote in accordance with the recommendation of the Agent. The Agent shall refer to the investment adviser proxies relating to mergers and restructurings,

and the disposition of assets, termination, liquidation and mergers contained in mutual fund proxies. The investment adviser will normally vote against anti-takeover measures and other proposals designed to limit the ability of shareholders to act on possible transactions, except in the case of closed-end management investment companies. The investment adviser generally supports management on social and environmental proposals. The investment adviser may abstain from voting from time to time where it determines that the costs associated with voting a proxy outweighs the benefits derived from exercising the right to vote or the economic effect on shareholders interests or the value of the portfolio holding is indeterminable or insignificant.

In addition, the investment adviser will monitor situations that may result in a conflict of interest between the Fund's shareholders and the investment adviser, the administrator, or any of their affiliates or any affiliate of the Fund by maintaining a list of significant existing and prospective corporate clients. The investment adviser's personnel responsible for reviewing and voting proxies on behalf of the Fund will report any proxy received or expected to be received from a company included on that list to the personnel of the investment adviser identified in the Policies. If such personnel expects to instruct the Agent to vote such proxies in a manner inconsistent with the guidelines of the Policies or the recommendation of the Agent, the personnel will consult with members of senior management of the investment adviser to determine if a material conflict of interests exists. If it is determined that a material conflict does exist, the investment adviser will seek instruction on how to vote from the Special Committee.

Information on how the Fund voted proxies relating to portfolio securities during the most recent 12 month period ended June 30 is available (1) without charge, upon request, by calling 1-800-262-1122, and (2) on the Securities and Exchange Commission's website at <http://www.sec.gov>.

#### Item 8. Portfolio Managers of Closed-End Management Investment Companies

Thomas M. Metzold is responsible for the overall and day-to-day management of the Fund's investments. Mr. Metzold has been an Eaton Vance portfolio manager since 1991, is a Senior Portfolio Advisor and is a Vice President of Eaton Vance Management (EVM or Eaton Vance). This information is provided as of the date of filing of this report.

The following table shows, as of the Fund's most recent fiscal year end, the number of accounts the portfolio manager managed in each of the listed categories and the total assets (in millions of dollars) in the accounts managed within each category. The table also shows the number of accounts with respect to which the advisory fee is based on the performance of the account, if any, and the total assets (in millions of dollars) in those accounts.

	Number of All Accounts	Total Assets of All Accounts	Number of Accounts Paying a Performance Fee	Total Assets of Accounts Paying a Performance Fee
Registered Investment Companies	8	\$ 5,501.0	0	\$ 0
Other Pooled Investment Vehicles	0	\$ 0	0	\$ 0
Other Accounts	0	\$ 0	0	\$ 0

The following table shows the dollar range of Fund shares beneficially owned by the portfolio manager as of the Fund's most recent fiscal year end.

Portfolio Manager	Dollar Range of Equity Securities Owned in the Fund	
	\$500,001	\$1,000,000
Thomas M. Metzold		

*Potential for Conflicts of Interest.* It is possible that conflicts of interest may arise in connection with a portfolio manager's management of the Fund's investments on the one hand and investments of other accounts for which a portfolio manager is responsible on the other. For example, a portfolio manager may have conflicts of interest in allocating management time, resources and investment opportunities among the Fund and other accounts he or she advises. In addition, due to differences in the investment strategies or restrictions between the Fund and the other accounts, a portfolio manager may take action with respect to another account that differs from the action taken with respect to the Fund. In some cases, another account managed by a portfolio manager may compensate the investment adviser based on the performance of the securities held by that account. The existence of such a performance based fee may create additional conflicts of interest for a portfolio manager in the allocation of management time, resources and investment opportunities. Whenever conflicts of interest arise, a portfolio manager will endeavor to exercise his or her discretion in a manner that he or she believes is equitable to all interested persons. EVM has adopted several policies and procedures designed to address these potential conflicts including a code of ethics and policies which govern the investment adviser's trading practices, including among other things the aggregation and allocation of trades among clients, brokerage allocation, cross trades and best execution.

### Compensation Structure for EVM

Compensation of EVM's portfolio managers and other investment professionals has three primary components: (1) a base salary, (2) an annual cash bonus, and (3) annual stock-based compensation consisting of options to purchase shares of EVC's nonvoting common stock and restricted shares of EVC's nonvoting common stock. EVM's investment professionals also receive certain retirement, insurance and other benefits that are broadly available to EVM's employees. Compensation of EVM's investment professionals is reviewed primarily on an annual basis. Cash bonuses, stock-based compensation awards, and adjustments in base salary are typically paid or put into effect at or shortly after the October 31st fiscal year end of EVC.

*Method to Determine Compensation.* EVM compensates its portfolio managers based primarily on the scale and complexity of their portfolio responsibilities and the total return performance of managed funds and accounts versus the benchmark(s) stated in the prospectus, as well as an appropriate peer group (as described below). In addition to rankings within peer groups of funds on the basis of absolute performance, consideration may also be given to relative risk-adjusted performance. Risk-adjusted performance measures include, but are not limited to, the Sharpe Ratio. Performance is normally based on periods ending on the September 30th preceding fiscal year end. Fund performance is normally evaluated primarily versus peer groups of funds as determined by Lipper Inc. and/or Morningstar, Inc. When a fund's peer group as determined by Lipper or Morningstar is deemed by EVM's management not to provide a fair comparison, performance may instead be evaluated primarily against a custom peer group or market index. In evaluating the performance of a fund and its manager, primary emphasis is normally placed on three-year performance, with secondary consideration of performance over longer and shorter periods. For funds that are tax-managed or otherwise have an objective of after-tax returns, performance is measured net of taxes. For other funds, performance is evaluated on a pre-tax basis. For funds with an investment objective other than total return (such as current income), consideration will also be given to the fund's success in achieving its objective. For managers responsible for multiple funds and accounts, investment performance is evaluated on an aggregate basis, based on averages or weighted averages among managed funds and accounts. Funds and accounts that have performance-based advisory fees are not accorded disproportionate weightings in measuring aggregate portfolio manager performance.



The compensation of portfolio managers with other job responsibilities (such as heading an investment group or providing analytical support to other portfolios) will include consideration of the scope of such responsibilities and the managers' performance in meeting them.

EVM seeks to compensate portfolio managers commensurate with their responsibilities and performance, and competitive with other firms within the investment management industry. EVM participates in investment-industry compensation surveys and utilizes survey data as a factor in determining salary, bonus and stock-based compensation levels for portfolio managers and other investment professionals. Salaries, bonuses and stock-based compensation are also influenced by the operating performance of EVM and its parent company. The overall annual cash bonus pool is generally based on a substantially fixed percentage of pre-bonus adjusted operating income. While the salaries of EVM's portfolio managers are comparatively fixed, cash bonuses and stock-based compensation may fluctuate significantly from year to year, based on changes in manager performance and other factors as described herein. For a high performing portfolio manager, cash bonuses and stock-based compensation may represent a substantial portion of total compensation.

#### **Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers**

No such purchases this period.

#### **Item 10. Submission of Matters to a Vote of Security Holders**

No material changes.

#### **Item 11. Controls and Procedures**

(a) It is the conclusion of the registrant's principal executive officer and principal financial officer that the effectiveness of the registrant's current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant has been recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms and that the information required to be disclosed by the registrant has been accumulated and communicated to the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant's internal controls over financial reporting during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

#### **Item 12. Exhibits**

- (a)(1) Registrant's Code of Ethics Not applicable (please see Item 2).
- (a)(2)(i) Treasurer's Section 302 certification.
- (a)(2)(ii) President's Section 302 certification.
- (b) Combined Section 906 certification.

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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.

Eaton Vance Municipal Income Trust

By: /s/ Payson F. Swaffield  
Payson F. Swaffield  
President

Date: January 12, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ James F. Kirchner  
James F. Kirchner  
Treasurer

Date: January 12, 2015

By: /s/ Payson F. Swaffield  
Payson F. Swaffield  
President

Date: January 12, 2015