

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

Registration of securities by certain investment companies. Declaration of election Rule 24f-2 notice.

Filing Date: **1996-08-26** | Period of Report: **1996-06-30**
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FILER

PAINWEBBER MANAGED MUNICIPAL TRUST /NY/

CIK: **739243** | State of Incorporation: **MA** | Fiscal Year End: **1130**
Type: **24F-2NT** | Act: **33** | File No.: **002-89016** | Film No.: **96620901**

Mailing Address	Business Address
1285 AVE OF THE AMERICAS NEW YORK NY 10019	1285 AVE OF THE AMERICAS NEW YORK NY 10019 2127133831

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 24F-2 Annual Notice of Securities Sold Pursuant to Rule 24f-2 <TABLE> <CAPTION> <S> <C>

1. Name and address of issuer:
PaineWebber Managed Municipal Trust 1285 Avenue of the Americas New York, NY 10019

2. Name of each series or class of funds for which this notice is filed: PaineWebber RMA California Municipal Money Fund PaineWebber RMA New York Municipal Money Fund

3. Investment Company Act File Number: 811-3946 Securities Act File Number: 2-89016

4. Last day of fiscal year for which this notice is filed: June 30, 1996

5. Check box if this notice is being filed more than 180 days after the close of the issuer's fiscal year for purposes of reporting securities sold after the close of the fiscal year but before termination of the issuer's 24f-2 declaration: / /

6. Date of termination of issuer's declaration rule 24f-2(a)(1), if applicable (see Instruction A.6):

7. Number and amount of securities of the same class or series which had been registered under the Securities Act of 1933 other than pursuant to rule 24f-2 in a prior fiscal year, but which remained unsold at the beginning of the fiscal year: None

8. Number and amount of securities registered during the fiscal year other than pursuant to rule 24f-2: None

9. Number and aggregate sale price of securities sold during the fiscal year: 3,881,999,463 shares representing \$3,881,999,463 (including shares issued in connection with dividend reinvestment plans)

10. Number and aggregate sale price of securities sold during the fiscal year in reliance upon registration pursuant to rule 24f-2: 3,863,301,725 shares representing \$3,863,301,725

11. Number and aggregate sale price of securities issued during the fiscal year in connection with dividend reinvestment plans, if applicable (see Instruction B.7): 18,697,738 shares representing \$18,697,738

12. Calculation of registration fee: (i) Aggregate sale price of securities sold during the fiscal year in reliance on rule 24f-2 (from Item 10): \$ 3,863,301,725 ----- (ii) Aggregate price of shares issued in connection with dividend reinvestment plans (from Item 11, if applicable): + 18,697,738 ----- (iii) Aggregate price of shares redeemed or repurchased during the fiscal year (if applicable): - 3,676,620,934 ----- (iv) Aggregate price of shares redeemed or repurchased and previously applied as a reduction to filing fees pursuant to rule 24e-2 (if applicable): + 0 ----- -- (v) Net aggregate price of securities sold and issued during the fiscal year in reliance on rule 24f-2 [line (i), plus line (ii), less line (iii), plus line (iv)] (if applicable): \$ 205,378,529 ----- (vi) Multiplier prescribed by Section 6(b) of the Securities Act of 1933 or other applicable law or regulation (see Instruction C.6): x 1/29 of 1% ----- (vii) Fee due (line (1) or line (v) multiplied by line (vi)) \$ 70,820 -----

13. Check box if fees are being remitted to the Commission's lockbox depository as described in section 3a of the Commission's Rules of Informal and Other Procedures (17 CFR 202.3a). /x/

Date of mailing or wire transfer of filing fees to the Commission's lockbox depository: August 26, 1996

3 SIGNATURES This report has been signed below by the following persons on behalf of the issuer and in the capacities and on the dates indicated. By (Signature and Title) /s/ Paul H. Schubert -----
----- Paul H. Schubert ----- Vice President & Asst Treasurer -----
----- Date August 26, 1996 ----- </TABLE> 4

KIRKPATRICK & LOCKHART LLP 1800 Massachusetts Avenue, N.W. Washington, D.C. 20036 August 26, 1996
PaineWebber Managed Municipal Trust 1285 Avenue of the Americas New York, New York 10019 Dear Sir or
Madam: PaineWebber Managed Municipal Trust ("Trust") is an unincorporated voluntary association organized under
the laws of Massachusetts on November 21, 1986. The Trust currently consists of two series of shares of beneficial
interest: PaineWebber RMA California Municipal Money Fund and PaineWebber RMA New York Municipal Money
Fund. We understand that the Trust is about to file a Rule 24f-2 Notice pursuant to Rule 24f-2 under the Investment
Company Act of 1940, as amended ("1940 Act"), for the purpose of making definite the number of shares of such
series which it has registered under the Securities Act of 1933, as amended ("1933 Act"), and which were sold during
the fiscal year ended June 30, 1996. We have, as counsel, participated in various business and other matters relating to
the Trust. We have examined copies, either certified or otherwise proved to be genuine, of the Declaration of Trust and
By-Laws of the Trust, the minutes of meetings of the trustees and other documents relating to the organization and
operation of the Trust, and we are generally familiar with its business affairs. Based on the foregoing, it is our opinion
that the shares of the Trust sold during the fiscal year ended June 30, 1996, the registration of which will be made
definite by the filing of the Rule 24f-2 Notice, were legally issued, fully paid and nonassessable. The Trust is an entity
of the type commonly known as a "Massachusetts business trust." Under Massachusetts law, shareholders could, under
certain circumstances, be held personally liable for the obligations of the Trust. The Declaration of Trust states that the
creditors of, contractors with, and claimants against, the Trust or a particular series shall look only to the assets of the
Trust or such series for payment. It also requires that notice of such disclaimer be given in each note, bond, contract,
certificate, undertaking or instrument made or issued by the officers or trustees of the Trust on behalf of the Trust. The
Declaration of Trust further provides: (i) for indemnification from the assets of the series for all loss and expense of
any shareholder held personally liable for the obligations of the Trust or a particular series by virtue of ownership of
shares of such series; and (ii) for such series to assume the defense of any claim against the PaineWebber Managed
Municipal Trust August 26, 1996 Page 2 shareholder for any act or obligation of such series. Thus, the risk of a
shareholder incurring financial loss on account of shareholder liability is limited to circumstances in which the Trust
or series would be unable to meet its obligations. We hereby consent to this opinion accompanying the Rule 24f-2
Notice which you are about to file with the Securities and Exchange Commission. Very truly yours, KIRKPATRICK
& LOCKHART LLP By: /s/ Elinor W. Gammon ----- Elinor W. Gammon