

PIMCO MUNICIPAL INCOME FUND II  
 Form 5  
 December 31, 2008

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**GROSS WILLIAM H**

(Last) (First) (Middle)

840 NEWPORT CENTER  
 DRIVE, SUITE 100

(Street)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**PIMCO MUNICIPAL INCOME FUND II [PML]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 04/30/2008

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EXECUTIVE COMMITTEE MEMBER

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
COMMON STOCK	12/30/2002	Â	P4	12,000 A \$ 14.32	277,110 (3) (4)	D	Â
COMMON STOCK	01/17/2003	Â	P4	4,950 (1) A \$ 14.48	4,950	I	BY SPOUSE (1)
COMMON STOCK	04/21/2003	Â	P4	500 A \$ 14.47	500	I	BY CHILD'S

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COMMON STOCK	04/30/2003	Â	P4	<u>17,866</u> (2)	A	\$ 14.364	17,866	I	TRUST #1 BY CHILD'S TRUST #1 (2)
COMMON STOCK	04/30/2003	Â	P4	<u>17,866</u> (2)	A	\$ 14.364	17,866	I	BY CHILD'S TRUST #2 (2)
COMMON STOCK	04/30/2003	Â	P4	<u>17,868</u> (2)	A	\$ 14.364	17,868	I	BY CHILD'S TRUST #3 (2)
COMMON STOCK	05/01/2003	Â	P4	<u>100</u> (2)	A	\$ 14.42	100	I	BY CHILD'S TRUST #1 (2)
COMMON STOCK	05/09/2003	Â	P4	<u>100</u> (2)	A	\$ 14.55	100	I	BY CHILD'S TRUST #3 (2)
COMMON STOCK	05/13/2003	Â	P4	<u>1,333</u> (2)	A	\$ 14.59	1,333	I	BY CHILD'S TRUST #1 (2)
COMMON STOCK	05/13/2003	Â	P4	<u>1,333</u> (2)	A	\$ 14.59	1,333	I	BY CHILD'S TRUST #2 (2)
COMMON STOCK	05/13/2003	Â	P4	<u>1,334</u> (2)	A	\$ 14.59	1,334	I	BY CHILD'S TRUST #3 (2)
COMMON STOCK	05/14/2003	Â	P4	<u>1,200</u> (2)	A	\$ 14.6558	1,200	I	BY CHILD'S TRUST #1 (2)
COMMON STOCK	05/14/2003	Â	P4	<u>1,200</u> (2)	A	\$ 14.6558	1,200	I	BY CHILD'S TRUST #2 (2)
COMMON STOCK	05/14/2003	Â	P4	<u>1,200</u> (2)	A	\$ 14.6558	1,200	I	BY CHILD'S TRUST

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COMMON STOCK	05/21/2003	Â	P4	8,334 (2)	A	\$ 14.8442	8,334	I	#3 (2) BY CHILD'S TRUST #1 (2)
COMMON STOCK	05/21/2003	Â	P4	8,334 (2)	A	\$ 14.8442	8,334	I	BY CHILD'S TRUST #2 (2)
COMMON STOCK	05/21/2003	Â	P4	8,332 (2)	A	\$ 14.8442	8,332	I	BY CHILD'S TRUST #3 (2)
COMMON STOCK	06/13/2003	Â	G4	500	D	\$ 14.89	500	I	BY CHILD'S TRUST #1
COMMON STOCK	02/11/2005	Â	P4	2,500	A	\$ 15	71,322 (3) (4)	I	BY CHILD'S TRUST #1
COMMON STOCK	02/11/2005	Â	P4	2,500	A	\$ 15	71,220 (3) (4)	I	BY CHILD'S TRUST #2
COMMON STOCK	02/11/2005	Â	P4	2,500	A	\$ 15	71,358 (3) (4)	I	BY CHILD'S TRUST #3
COMMON STOCK	Â	Â	Â	Â	Â	Â	4,950 (3) (4)	I	BY SPOUSE

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I F (I
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4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(A)	(D)			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROSS WILLIAM H 840 NEWPORT CENTER DRIVE SUITE 100 NEWPORT BEACH, CA 92660	^	^	^	EXECUTIVE COMMITTEE MEMBER

## Signatures

/S/ STEVEN LUDWIG, ATTORNEY-IN-FACT FOR WILLIAM H. GROSS 12/22/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Reporting Person previously reported this transaction as an acquisition of 4,950 shares of Common Stock of PIMCO Municipal Income Fund ("PMF") rather than an acquisition of 4,950 shares of this issuer, PIMCO Municipal Income Fund II ("PML").
- (2) The Reporting Person previously reported these transactions as acquisitions of an aggregate of 86,400 shares of Common Stock of PIMCO Municipal Income Fund III ("PMX") rather than an acquisition of 86,400 shares of this issuer, PML.  
  
The Reporting Person acquired an aggregate of 25,359 shares on various dates under a qualified dividend reinvestment plan, which were not previously reported in the Reporting Person's aggregate holdings, some of which have been sold in previously reported transactions. The last Form 4, filed on 12/27/07, did not accurately reflect the Reporting Person's direct and indirect holdings. The Form 5 filed on behalf of the Reporting Person on 04/15/04 under this issuer, PIMCO Municipal Income Fund II ("PML"), reported the acquisition of 37,000 shares (the "Shares") held in the name of the Reporting Person's children. It was subsequently determined that the Shares should have been filed as an acquisition under a different fund, PIMCO Municipal Income Fund III ("PMX"). Such Shares have been reported as an acquisition under issuer PMX on Form 5 filed on the date hereof and the current holdings for this issuer, PML, as reported on this Form 5 excludes such Shares.
- (4) Reflects the aggregate form and amount of securities beneficially owned as of the FYE reported in Box 3.

^

### Remarks:

Pacific Investment Management Company LLC (PIMCO) is the investment adviser of the issuer. ^ ^ Mr

THIS FORM 5 IS THE SECOND OF TWO FORM 5'S FILED FOR FYE INDICATED IN BOX ^

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.