

PIMCO MUNICIPAL INCOME FUND II
Form 5
December 31, 2008

FORM 5

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

OMB APPROVAL

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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)

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

840 NEWPORT CENTER DRIVE, SUITE 100
(Street)

NEWPORT BEACH, CA 92660
(City) (State) (Zip)

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) | (A) or (D) | Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|------------|--|--|---|
| COMMON STOCK | 02/07/2005 | Â | P4 | 16,667 | A | \$ 15.0487 | 16,667 | I | BY CHILD'S TRUST #1 |
| COMMON STOCK | 02/07/2005 | Â | P4 | 16,666 | A | \$ 15.0487 | 16,666 | I | BY CHILD'S TRUST |

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| | | | | | | | | | |
|--------------|------------|---|----|--------|---|------------|--------|---|------------------------------------|
| COMMON STOCK | 02/07/2005 | Â | P4 | 16,667 | A | \$ 15.0487 | 16,667 | I | #2 BY CHILD'S TRUST #3 |
| COMMON STOCK | 02/09/2005 | Â | P4 | 667 | A | \$ 15 | 667 | I | BY CHILD'S TRUST #1 |
| COMMON STOCK | 02/09/2005 | Â | P4 | 666 | A | \$ 15 | 666 | I | BY CHILD'S TRUST #2 |
| COMMON STOCK | 02/09/2005 | Â | P4 | 667 | A | \$ 15 | 667 | I | BY CHILD'S TRUST #3 |
| COMMON STOCK | 02/09/2005 | Â | P4 | 16,667 | D | \$ 15.0483 | 16,667 | I | BY CHILD'S TRUST #1 |
| COMMON STOCK | 02/09/2005 | Â | P4 | 16,666 | D | \$ 15.0483 | 16,666 | I | BY CHILD'S TRUST #2 |
| COMMON STOCK | 02/09/2005 | Â | P4 | 16,667 | A | \$ 15.0483 | 16,667 | I | BY CHILD'S TRUST #3 |

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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(9-02)

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, 4, and 5) | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------------------|
| | | | | | (A) (D) | | Title | | |

| | | |
|-------------|------------|--------|
| Date | Expiration | Amount |
| Exercisable | Date | or |
| | | Number |
| | | of |
| | | Shares |

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).

^

Remarks:

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

THIS FORM 5 IS THE FIRST OF TWO FORM 5'S FILED FOR FYE INDICATED IN BOX 3.

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.