

PIMCO MUNICIPAL INCOME FUND II
Form N-CSRS
February 04, 2009

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 811-21076

PIMCO Municipal Income Fund II

(Exact name of registrant as specified in charter)

1345 Avenue of the Americas, New York,

New York 10105

(Address of principal executive offices)

(Zip code)

Lawrence G. Altadonna - 1345 Avenue of the Americas, New York, New York 10105

(Name and address of agent for service)

Registrant's telephone number, including area code: 212-739-3371

Date of fiscal year end: May 31, 2009

Date of reporting period: November 30, 2008

Form N-CSR is to be used by management investment companies to file reports with the Commission not later than 10 days after the transmission to stockholders of any report that is required to be transmitted to stockholders under Rule 30e-1 under the Investment Company Act of 1940 (17 CFR 270.30e -1). The Commission may use the information provided on Form N-CSR in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-CSR, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSR unless the Form displays a currently valid Office of Management and Budget (OMB) control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

PIMCO Municipal Income Fund II PIMCO California Municipal Income Fund II PIMCO New York Municipal Income Fund II

Semi-Annual Report
November 30, 2008

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PIMCO Municipal Income Funds II Letter to Shareholders

January 15, 2009

Dear Shareholder:

We are pleased to provide you with the semi-annual report for PIMCO Municipal Income Fund II, PIMCO California Municipal Income Fund II and PIMCO New York Municipal Income Fund II (collectively, the Funds) for the six-month period ended November 30, 2008.

Tight credit conditions and a global economic slowdown caused municipal bond prices to fall during the period. The Barclays Capital Municipal Bond Index returned (4.98)% while the Barclays Capital U.S. Aggregate Bond Index, a broad credit market measure of government and corporate securities, posted a positive 0.24% return. Stocks fared worse in the downturn. The Standard & Poor's 500 Index returned (35.20)% for the period, among the worst periods on record for equities. The Federal Reserve (the Fed) sought to inject liquidity into the economy through multiple initiatives, including reducing the Federal Funds rate twice during the reporting period. The Fed moves lowered the key target rate on loans between banks from 2.00% to 1.00%.

In the coming weeks or months, we would expect the de-leveraging of the private sector to meet its counterpart in the leveraging of the federal government as it seeks to inject more than a trillion dollars of liquidity into the nation's financial system. This initiative holds potential to restore stability and some relative safety to debt securities outside of the shortest-term government issues.

Subsequent to the six month period ended November 30, 2008, a decision to redeem a portion of each Fund's Auction Rate Preferred Shares (ARPS) was made at the recommendation of the Fund's investment manager and approved by the Board of Trustees. These redemptions were intended to increase and maintain asset coverage for each Fund's ARPS above the 200% level, permitting the Funds to pay previously declared common share dividends and to declare and pay future common share dividends. Depending on market conditions, coverage ratios may increase or decrease further. With respect to each of the Funds, as of the date of this letter, all dividend payments which were postponed have been paid and all dividend declarations which were postponed have subsequently been declared.

For specific information on the Funds and their performance, please review the following pages. If you have any questions regarding the information provided, we encourage you to contact your financial advisor or call the Funds' shareholder servicing agent at (800) 331-1710. In addition, a wide range of information and resources is available on our Web site, www.allianzinvestors.com/closedendfunds.

Together with Allianz Global Investors Fund Management LLC, the Funds' investment manager, and Pacific Investment Management Company LLC (PIMCO), the Funds' sub-adviser, we thank you for investing with us.

Sincerely,

Hans W. Kertess
Chairman

Brian S. Shlissel
President & Chief Executive Officer

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PIMCO Municipal Income Fund II Fund Insights/Performance & Statistics

November 30, 2008 (unaudited)

For the six-month period ended November 30, 2008, PIMCO Municipal Income Fund II returned (38.16)% on net asset value and (41.34)% on market price, compared to (19.82)% and (27.73)%, respectively for the Lipper Analytical General Municipal Debt Funds Leveraged (the Benchmark) average.

Municipal bond yields increased across the curve in all but the shortest maturities during the six-month period ended November 30, 2008.

Duration hedging strategies significantly detracted from performance during the period. Thirty-year Treasury and London Interbank Offered Rate (LIBOR) swaps rallied significantly, while municipal rates increased as investors moved away from risky assets.

Municipal to Treasury yield ratios moved higher during the reporting period crossing all time high levels in September, while continuing higher in October and November, continually setting new records along the way. The 10-year ratio increased to 138% and 30-year ratio increased to 156%.

Exposure to corporate backed munis detracted from performance as this sector underperformed during the period due to continued stress in the corporate sector.

Tobacco securitization sector holdings detracted from performance as muni investors continue to focus demand on the highest quality sectors of the market while avoiding lower quality higher yielding securities such as tobacco bonds.

Exposure to zero coupon municipals detracted from performance as their longer durations caused underperformance as rates moved higher during the reporting period, especially in the longer maturity portion of the yield curve. The Barclays Capital Zero Coupon Index returned (15.16)% for the six-month period ended November 30, 2008.

The Fund was generally positioned with a significant portion of its exposure in longer dated maturities due to the attractiveness of that portion of the curve. This detracted from performance as the muni curve steepened significantly during the period with longer rates increasing and most investors buying in the shorter maturity portion of the curve. The 15-, 20-, and 30-year maturity AAA General Obligation yields increased by 72, 80, and 87 basis points respectively while the two-year yield decreased by 13 basis points.

Long Municipals significantly underperformed Long Treasuries and also underperformed the taxable debt sector during the period as investors moved out of risky assets into Treasuries due to market volatility and continued uncertainty. The Barclays Capital Long Municipal Bond Index returned (14.77)% while the Long Government/Credit and the Long Barclays Capital Treasury Indices returned (1.36)% and 13.61%, respectively.

Municipal bond issuance remains at increased levels; although there has been a slow down in the furious pace of the first half of the year beginning in September. Although issuance has been stalled somewhat, municipalities have picked up their issuance again in order to meet upcoming funding needs. During the six-month period, issuance totaled over \$367.7 billion compared to \$400.42 billion for the same period a year ago.

Total Return⁽¹⁾:	Market Price	Net Asset Value (NAV)
Six Months	(41.34)%	(38.16)%
1 Year	(37.85)%	(38.63)%
5 Year	(4.52)%	(5.01)%
Commencement of Operations (6/28/02) to 11/30/08	(3.31)%	(2.13)%

Common Share Market Price/NAV Performance:

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Commencement of Operations (6/28/02) to 11/30/08

Market Price/NAV:

Market Price	\$	8.00
NAV	\$	8.30
Discount to NAV		(3.61)%
Market Price Yield ⁽²⁾		9.75%

Moody's Ratings (as a % of total investments)

(1) **Past performance is no guarantee of future results.** Returns are calculated by determining the percentage change in net asset value or market share price (as applicable) in the period covered. The calculation assumes that all of the Fund's income dividends and capital gain distributions have been reinvested. Total return does not reflect broker commissions or sales charges. Total return for a period of less than one year is not annualized. Total return for a period of more than one year represents the average annual total return.

The Fund's performance at market price will differ from its results at NAV. Although market price returns typically reflect investment results over time, during shorter periods returns at market price can also be influenced by factors such as changing views about the Fund, market conditions, supply and demand for the Fund's shares, or changes in Fund distributions.

An investment in the Fund involves risk, including the loss of principal. Total return, market price, market price yield and net asset value will fluctuate with changes in market conditions. This data is provided for information only and is not intended for trading purposes. Closed-end funds, unlike open-end funds, are not continuously offered. There is a one-time public offering, and once issued, shares of closed-end funds are sold in the open market through a stock exchange. Net asset value is equal to total assets attributable to common shareholders less total liabilities divided by the number of common shares outstanding. Holdings are subject to change daily.

(2) Market Price Yield is determined by dividing the annualized current monthly per share dividend (comprised from net investment income) payable to common shareholders by the market price per common share at November 30, 2008.

PIMCO California Municipal Income Fund II Fund Insights/Performance & Statistics

November 30, 2008 (unaudited)

For the six-month period ended November 30, 2008, PIMCO California Municipal Income Fund II returned (42.32)% on net asset value and (52.98)% on market price, compared to (52.96)% and (30.07)%, respectively for the Lipper California Municipal Debt Funds Leveraged (the Benchmark) average.

Municipal bond yields increased across the curve in all but the shortest maturities during the six-month period ended November 30, 2008.

Duration hedging strategies significantly detracted from performance during the reporting period. Thirty-year Treasury and London Interbank Offered Rate (LIBOR) swaps rallied significantly, while municipal rates increased as investors moved away from risky assets.

Municipal to Treasury yield ratios moved higher during the period crossing all time high levels in September, while continuing higher in October and November, continually setting new records along the way. The 10-year ratio increased to 138% and 30-year ratio increased to 156%.

Exposure to hospital related munis detracted from performance as this sector underperformed the national market during the period.

Tobacco securitization sector holdings detracted from Fund performance as muni investors continue to focus demand on the highest quality sectors of the market while avoiding lower quality higher yielding securities such as tobacco bonds.

Exposure to zero coupon municipals detracted from Fund performance as their longer durations caused underperformance as rates moved higher during the period, especially in the longer maturity portion of the yield curve. The Barclays Capital Zero Coupon Index returned (15.16)% for the six-month period ended November 30, 2008.

Long Municipals significantly underperformed Long Treasuries and also underperformed the taxable debt sector during the period as investors moved out of risky assets into Treasuries due to market volatility and continued uncertainty. The Barclays Capital Long Municipal Bond Index returned (14.17)% while the Long Government/Credit and the Long Barclays Capital Treasury Indices returned (1.36)% and 13.61%, respectively.

Municipal bond issuance remains at increased levels; although we have seen a slow down in the furious pace of the first half of the year beginning in September. Although issuance has been stalled somewhat, municipalities have picked up their issuance again in order to meet upcoming funding needs. During the six-month period, issuance totaled over \$367.7 billion compared to \$400.42 billion for the same period a year ago.

Municipal bonds within California underperformed the Barclays Capital Municipal Bond Index returning (6.33)% and (4.98)%, respectively for the period. Year-to-date, California continues to lead all other states in new issue volume. The state s issuance has decreased 20% from the same period last year to \$51.6 billion.

The Fund was generally positioned with a significant portion of its exposure in longer dated maturities due to the attractiveness of that portion of the curve. This detracted from performance as long muni rates increased during this period. The shape of the California State AAA insured municipal yield curve steepened during the reporting period. Five-year maturity yields increased 26 basis points, 10-year yields increased 75 basis points, and 30-year yields increased 140 basis points.

Total Return⁽¹⁾:	Market Price	Net Asset Value (NAV)
Six Months	(52.98)%	(42.32)%
1 Year	(51.12)%	(42.63)%
5 Year	(8.41)%	(6.36)%
Commencement of Operations (6/28/02) to 11/30/08	(6.54)%	(3.80)%

Common Share Market Price/NAV Performance:

Commencement of Operations (6/28/02) to 11/30/08

Market Price/NAV:

Market Price	\$ 6.44
NAV	\$ 7.42
Discount to NAV	(13.21)%
Market Price Yield ⁽²⁾	13.04%

**Moody's Ratings
(as a % of total investments)**

(1) **Past performance is no guarantee of future result.** Returns are calculated by determining the percentage change in net asset value or market share price (as applicable) in the period covered. The calculation assumes that all of the Fund's income dividends and capital gain distributions have been reinvested. Total return does not reflect broker commissions or sales charges. Total return for a period of less than one year is not annualized. Total return for a period of more than one year represents the average annual total return.

The Fund's performance at market price will differ from its results at NAV. Although market price returns typically reflect investment results over time, during shorter periods returns at market price can also be influenced by factors such as changing views about the Fund, market conditions, supply and demand for the Fund's shares, or changes in Fund distributions.

An investment in the Fund involves risk, including the loss of principal. Total return, market price, market price yield and net asset value will fluctuate with changes in market conditions. This data is provided for information only and is not intended for trading purposes. Closed-end funds, unlike open-end funds, are not continuously offered. There is a one-time public offering, and once issued, shares of closed-end funds are sold in the open market through a stock exchange. Net asset value is equal to total assets attributable to common shareholders less total liabilities divided by the number of common shares outstanding. Holdings are subject to change daily.

(2) Market Price Yield is determined by dividing the annualized current monthly per share dividend (comprised from net investment income) payable to common shareholders by the market price per common share at November 30, 2008.

PIMCO New York Municipal Income Fund II Fund Insights/Performance & Statistics

November 30, 2008 (unaudited)

For the six-month period ended November 30, 2008, PIMCO New York Municipal Income Fund II returned (32.61)% on net asset value and (41.51)% on market price, compared to (41.54)% and (32.08)%, respectively for the Lipper New York Municipal Debt Funds Leveraged (the Benchmark) average.

Municipal bond yields increased across the curve in all but the shortest maturities during the six-month reporting period ended November 30, 2008.

Duration hedging strategies significantly detracted from performance during the period. Thirty-year Treasury and London Interbank Offered Rate (LIBOR) swaps rallied significantly, while municipal rates increased as investors moved away from risky assets.

Municipal to Treasury yield ratios moved higher during the period crossing all time high levels in September, while continuing higher in October and November, continually setting new records along the way. The 10-year ratio increased to 138% and 30-year ratio increased to 156%.

Exposure to hospital related munis detracted from performance as this sector underperformed the national market during the period.

Tobacco securitization sector holdings detracted from performance as muni investors continue to focus demand on the highest quality sectors of the market while avoiding lower quality higher yielding securities such as tobacco bonds.

Exposure to zero coupon municipals detracted from performance as their longer durations caused underperformance as rates moved higher during the period, especially in the longer maturity portion of the yield curve. The Barclays Capital Zero Coupon Index returned (15.16)% for the six-month period ended November 30, 2008.

Long Municipals significantly underperformed Long Treasuries and also underperformed the taxable debt sector during the period as investors moved out of risky assets into Treasuries due to market volatility and continued uncertainty. The Barclays Capital Long Municipal Bond Index returned (14.77)% while the Long Government/Credit and the Long Barclays Capital Treasury Indices returned (1.36)% and 13.61%, respectively.

Municipal bond issuance remains at increased levels; although we have seen a slow down in the furious pace of the first half of the year beginning in September. Although issuance has been stalled somewhat, municipalities have picked up their issuance again in order to meet upcoming funding needs. During the six-month period, issuance totaled over \$367.7 billion compared to \$400.42 billion for the same period a year ago.

Municipal bonds within New York performed in-line with the Barclays Capital Municipal Bond Index returning (4.94)% and (4.98)%, respectively for the period. Year-to-date, issuers in New York State have issued \$38.1 billion in bonds, 37.5% higher than the same period last year. New York now ranks second among states in terms of issuance.

The Fund was generally positioned with a significant portion of its exposure in longer dated maturities due to the attractiveness of that portion of the curve. This detracted from performance as long muni rates increased over this period. The shape of the New York Insured AAA municipal yield curve steepened during the period. Five-year maturity AAA credits increased 17 basis points, 10-year maturities increased 57 basis points, and 30-year maturities increased 105 basis points.

Total Return⁽¹⁾:	Market Price	Net Asset Value (NAV)
Six Months	(41.51)%	(32.61)%
1 Year	(36.40)%	(32.32)%
5 Year	(4.38)%	(3.30)%
Commencement of Operations (6/28/02) to 11/30/08	(3.25)%	(1.20)%

Common Share Market Price/NAV Performance:

Commencement of Operations (6/28/02) to 11/30/08

Market Price/NAV:

Market Price	\$	8.14
NAV	\$	8.92
Discount to NAV		(8.74)%
Market Price Yield ⁽²⁾		9.77%

**Moody's Ratings
(as a % of total investments)**

(1) **Past performance is no guarantee of future results.** Returns are calculated by determining the percentage change in net asset value or market share price (as applicable) in the period covered. The calculation assumes that all of the Fund's income dividends and capital gain distributions have been reinvested. Total return does not reflect broker commissions or sales charges. Total return for a period of less than one year is not annualized. Total return for a period of more than one year represents the average annual total return.

The Fund's performance at market price will differ from its results at NAV. Although market price returns typically reflect investment results over time, during shorter periods returns at market price can also be influenced by factors such as changing views about the Fund, market conditions, supply and demand for the Fund's shares, or changes in Fund distributions.

An investment in the Fund involves risk, including the loss of principal. Total return, market price, market price yield and net asset value will fluctuate with changes in market conditions. This data is provided for information only and is not intended for trading purposes. Closed-end funds, unlike open-end funds, are not continuously offered. There is a one-time public offering, and once issued, shares of closed-end funds are sold in the open market through a stock exchange. Net asset value is equal to total assets attributable to common shareholders less total liabilities divided by the number of common shares outstanding. Holdings are subject to change daily.

(2) Market Price Yield is determined by dividing the annualized current monthly per share dividend (comprised from net investment income) payable to common shareholders by the market price per common share at November 30, 2008.

PIMCO Municipal Income Fund II Schedule of Investments

November 30, 2008 (unaudited)

Principal Amount (000)		Credit Rating (Moody s/S&P)	Value
MUNICIPAL BONDS & NOTES 92.7%			
Alabama 2.4%			
\$ 10,000	Birmingham Baptist Medical Centers Special Care Facs. Financing Auth. Rev., 5.00%, 11/15/30, Ser. A	Baa1/NR	\$ 6,781,000
1,750	Huntsville Health Care Auth. Rev., 5.75%, 6/1/32, Ser. B, (Pre-refunded @ \$101, 6/1/12) (c)	A2/NR	1,939,070
13,580	Jefferson Cnty. Sewer Rev., 4.75%, 2/1/38, Ser. B, (Pre-refunded @ \$100, 8/1/12) (FGIC)(c)	Aaa/AAA	14,519,329
1,235	Montgomery BMC Special Care Facs. Financing Auth. Rev. (MBIA), 5.00%, 11/15/29, Ser. B	A3/AA	1,073,832
2,200	Baptist Health, 5.00%, 11/15/24	A3/AA	2,185,612
2,650	Tuscaloosa Educational Building Auth. Rev., Stillman College, 5.00%, 6/1/26	NR/BBB-	1,854,126
			28,352,969
Alaska 0.5%			
5,900	Northern Tobacco Securitization Corp. Rev., 5.00%, 6/1/46, Ser. A	Baa3/NR	3,280,872
3,550	State Housing Finance Corp. Rev., 5.25%, 6/1/32, Ser. C (MBIA)	Aa2/AA	3,033,865
			6,314,737
Arizona 6.6%			
6,500	Health Facs. Auth. Rev., Beatitudes Project, 5.20%, 10/1/37	NR/NR	3,940,755
1,300	Hospital System, 5.75%, 12/1/32, (Pre-refunded @ \$101, 12/1/12) (c)	NR/BBB	1,447,251
3,500	Pima Cnty. Industrial Dev. Auth. Rev., Center for Academic Success, 5.50%, 7/1/37 (a)(d)	NR/BBB-	2,378,880
29,700	Correctional Facs., 5.00%, 9/1/39	Aa2/AA	25,572,294
41,100	Salt River Project Agricultural Improvement & Power Dist. Rev., 5.00%, 1/1/37, Ser. A (h)	Aa1/AA	37,234,956
10,500	Salt Verde Financial Corp. Rev., 5.00%, 12/1/37	Aa3/AA-	6,725,145
			77,299,281
Arkansas 0.1%			
13,000	Arkansas Dev. Finance Auth. Rev., zero coupon, 7/1/46, (AMBAC)	Aa3/NR	1,292,460
California 4.9%			
9,610	Alameda Corridor Transportation Auth. Rev., zero coupon, 10/1/16, Ser. A (AMBAC)	A3/AA	6,685,389
6,000	Golden State Tobacco Securitization Corp. Rev., Ser. A-1, 5.00%, 6/1/33,	Baa3/BBB	3,763,560
9,000	6.75%, 6/1/39, (Pre-refunded @ \$100, 6/1/13) (c) State, GO,	NR/AAA	10,287,090
28,600	5.00%, 11/1/37 (h)	A1/A+	23,822,084
9,550	5.00%, 12/1/37	A1/A+	7,954,099

PIMCO Municipal Income Fund II Schedule of Investments

November 30, 2008 (unaudited)

Principal Amount (000)		Credit Rating (Moody s/S&P)	Value
	California (continued)		
\$ 4,700	Statewide Community Dev. Auth. Rev., Baptist Univ., 9.00%, 11/1/17, Ser. B (a)(d)	NR/NR	\$ 4,335,609
			56,847,831
	Colorado 4.9%		
11,250	Denver City & Cnty. Rev., 5.00%, 11/15/25, Ser. B (FSA)	Aaa/AAA	10,363,725
20,000	E-470 Public Highway Auth. Rev., Ser. B (MBIA), zero coupon, 9/1/35	Baa1/AA	2,647,600
15,000	zero coupon, 9/1/37	Baa1/AA	1,708,050
	Health Facs. Auth. Rev.,		
1,000	American Baptist Homes, 5.90%, 8/1/37, Ser. A	NR/NR	666,240
25,000	Catholic Health Initiatives, 5.50%, 3/1/32	NR/AA	25,669,000
18,305	Exempla, Inc., 5.625%, 1/1/33, Ser. A	A1/A-	14,808,928
2,000	Housing & Finance Auth. Rev., Evergreen Country Day School, 5.875%, 6/1/37 (a)(d)	NR/BB	1,403,220
			57,266,763
	Florida 3.4%		
2,310	Dev. Finance Corp. Rev., Learning Gate Community School, 6.00%, 2/15/37	NR/BBB-	1,683,805
2,335	Hillsborough Cnty. Industrial Dev. Auth. Pollution Control Rev., Tampa Electric Co., 5.50%, 10/1/23	Baa2/BBB-	1,980,524
7,135	Jacksonville Health Facs. Auth. Rev., 5.25%, 11/15/32, Ser. A	Aa1/AA	6,078,949
3,000	Leesburg Hospital Rev., Leesburg Regional Medical Center Project, 5.50%, 7/1/32	Baa1/BBB+	2,207,280
	Orange Cnty. Health Facs. Auth. Rev., Adventist Health System,		
2,550	5.625%, 11/15/32, (Pre-refunded @ \$101, 11/15/12) (c)	NR/NR	2,824,252
5,000	6.25%, 11/15/24, (Pre-refunded @ \$100, 11/15/12) (c)	NR/NR	5,608,900
500	Sarasota Cnty. Health Fac. Auth. Rev., 5.75%, 7/1/37	NR/NR	325,045
6,205	State Governmental Utility Auth. Rev., Barefoot Bay Utilities System, 5.00%, 10/1/29 (AMBAC)	Baa1/NR	5,610,747
5,000	Sumter Landing Community Dev. Dist. Rev., 4.75%, 10/1/35, Ser. A (MBIA)	Baa1/AA	4,017,500
10,000	Tallahassee Rev., 5.00%, 10/1/37, Ser. 2617 (h)	Aa2/AA	9,080,300
1,500	Winter Springs Water & Sewer Rev., zero coupon, 10/1/29 (MBIA-FGIC)	NR/AA	453,195
			39,870,497
	Georgia 0.6%		
2,775	Medical Center Hospital Auth. Rev., 5.25%, 7/1/37	NR/NR	1,693,055
9,600	Richmond Cnty. Dev. Auth. Rev., zero coupon, 12/1/21	Aaa/NR	4,951,776
			6,644,831
	Hawaii 1.4%		
19,170	Honolulu City & Cnty. Wastewater System Rev., First Board Resolution, 4.75%, 7/1/28 (MBIA-FGIC)	Aa3/NR	17,097,148
	Illinois 19.1%		

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2,935	Central Lake Cnty. JT Action Water Agcy. Rev., Ser. A (AMBAC), 5.125%, 5/1/28	Aa3/NR	2,894,057
675	5.125%, 5/1/28 (Pre-refunded @ \$100, 11/1/12) (c)	Aa3/NR	741,670
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PIMCO Municipal Income Fund II Schedule of Investments

November 30, 2008 (unaudited)

Principal Amount (000)		Credit Rating (Moody s/S&P)	Value
	Illinois (continued)		
\$ 1,635	Chicago, GO (FGIC), 5.125%, 1/1/29, Ser. A	Aa3/AAA	\$ 1,536,377
4,065	5.50%, 1/1/40	Aa3/AA-	3,912,725
3,162	Chicago, Lake Shore East, Special Assessment, 6.625%, 12/1/22	NR/NR	2,740,063
6,700	6.75%, 12/1/32	NR/NR	5,438,323
15,535	Chicago Board of Education School Reform, GO (MBIA-FGIC), zero coupon, 12/1/16, Ser. A	A1/AA	10,599,064
5,000	zero coupon, 12/1/28, Ser. A	A1/AA	1,370,600
4,500	zero coupon, 12/1/31	A1/AA	988,065
32,670	Chicago City Colleges, GO (FGIC), zero coupon, 1/1/37	Aa3/AA	5,262,157
29,145	zero coupon, 1/1/38	Aa3/AA	4,374,082
32,670	zero coupon, 1/1/39	Aa3/AA	4,566,939
5,000	Cicero, GO, 5.25%, 12/1/31 (MBIA)	Baa1/AA	4,831,650
6,440	Cook Cnty., GO, 5.00%, 11/15/28, Ser. A (MBIA-FGIC) Finance Auth. Rev.,	Aa2/AA	6,112,461
2,500	Christian Homes, Inc., 5.75%, 5/15/31, Ser. A	NR/NR	1,690,300
250	Leafs Hockey Club, 6.00%, 3/1/37, Ser. A Regency Park,	NR/NR	168,825
10,000	zero coupon, 7/15/23	NR/AAA	4,628,800
122,650	zero coupon, 7/15/25	NR/AAA	49,386,249
1,500	Sedgebrook, Inc., 6.00%, 11/15/42, Ser. A Health Facs. Auth. Rev.,	NR/NR	1,009,380
5,000	Condell Medical Center, 5.50%, 5/15/32	Baa3/NR	3,524,200
20,100	Elmhurst Memorial Healthcare, 5.625%, 1/1/28 Hillside, Tax Allocation, Mannheim Redev. Project,	Baa1/NR	16,554,762
4,500	6.55%, 1/1/20	NR/NR	3,895,200
2,900	7.00%, 1/1/28	NR/NR	2,353,002
60,000	Metropolitan Pier & Exposition Auth. Rev. (MBIA), zero coupon, 12/15/30	A1/AAA	15,037,800
50,000	zero coupon, 12/15/33	A1/AAA	10,106,500
2,460	zero coupon, 6/15/38	A1/AAA	362,506
68,470	State Sports Facs. Auth. Rev. zero coupon, 6/15/30 (converts to 5.50% on 6/16/10) (AMBAC)	Baa1/AA	58,689,060
			222,774,817
	Indiana 0.1%		
4,125	Fort Wayne Pollution Control Rev., 6.20%, 10/15/25	Caa3/CCC+	613,883
990	Vigo Cnty. Hospital Auth. Rev., 5.80%, 9/1/47 (a)(d)	NR/NR	633,095
			1,246,978
	Iowa 3.8%		
250	Finance Auth. Rev., Deerfield Retirement Community, 5.50%, 11/15/27, Ser. A	NR/NR	153,868
1,075	5.50%, 11/15/37	NR/NR	604,343
4,500	Edgewater LLC, 6.75%, 11/15/42	NR/NR	3,276,810
1,000	Wedum Walnut Ridge LLC, 5.625%, 12/1/45, Ser. A	NR/NR	570,230

PIMCO Municipal Income Fund II Schedule of Investments

November 30, 2008 (unaudited)

Principal Amount (000)		Credit Rating (Moody s/S&P)	Value
	Iowa (continued)		
\$ 46,000	Tobacco Settlement Auth. of Iowa Rev., Ser. B, 5.60%, 6/1/34,	Baa3/BBB	\$ 32,240,480
7,050	5.60%, 6/1/35, (Pre-refunded @ \$101, 6/1/11) (c)	NR/AAA	7,626,972
			44,472,703
	Kansas 0.3%		
2,800	Univ. of Kansas Hospital Auth. Rev., 5.625%, 9/1/32, (Pre-refunded @ \$100, 9/1/12) (c)	NR/AAA	3,109,736
	Kentucky 0.2%		
2,500	Economic Dev. Finance Auth. Rev., Hospital Facs. Rev., Catholic Healthcare Partners, 5.25%, 10/1/30	A1/AA-	2,153,875
	Louisiana 4.8%		
20,400	Public Facs. Auth. Rev., Ochsner Clinic Foundation, Ser. B, 5.50%, 5/15/32, (Pre-refunded @ \$100, 5/15/26) (c)	Aaa/NR	21,651,132
3,300	5.50%, 5/15/47	A3/NR	2,424,147
44,395	Tobacco Settlement Financing Corp. Rev., 5.875%, 5/15/39, Ser. B	Baa3/BBB	32,175,276
			56,250,555
	Maryland 0.3%		
1,010	Health & Higher Educational Facs. Auth. Rev., 5.30%, 1/1/37	NR/NR	543,370
4,050	6.00%, 1/1/43	NR/BBB-	2,878,173
1,000	Adventist Healthcare, 5.75%, 1/1/25, Ser. A	Baa2/NR	796,060
			4,217,603
	Massachusetts 6.1%		
7,000	Boston Rev., 5.00%, 11/1/28, Ser. D (MBIA-FGIC)	Aa2/AA+	6,776,700
4,610	Dev. Finance Agcy. Rev., 6.75%, 10/15/37, Ser. A	NR/NR	3,291,632
12,050	State Water Res. Auth. Rev., 4.75%, 8/1/37, Ser. A (FSA)(h)	Aaa/AAA	10,171,526
4,295	State Turnpike Auth. Rev., Ser. A, 4.75%, 1/1/34 (AMBAC)	Baa1/AA	3,262,997
51,830	5.00%, 1/1/37 (MBIA)	Baa1/AA	40,473,529
10,325	5.00%, 1/1/39 (AMBAC)	Baa1/AA	7,924,954
			71,901,338
	Michigan 2.2%		
4,545	Garden City Hospital Finance Auth. Rev., 5.00%, 8/15/38, Ser. A	NR/NR	2,495,614
800	Public Educational Facs. Auth. Rev., 6.50%, 9/1/37 (a)(d)	NR/BBB-	610,352
500	Star International Academy, CP, 6.125%, 3/1/37	NR/BB+	355,790
5,000	State Hospital Finance Auth. Rev., Ascension Health, 5.25%, 11/15/26, Ser. B	Aa1/AA	4,456,900
13,500	Oakwood Group, Ser. A, 5.75%, 4/1/32	A2/A	11,397,780
1,925	6.00%, 4/1/22	A2/A	1,863,131
6,000	Tobacco Settlement Finance Auth. Rev., 6.00%, 6/1/48, Ser. A	NR/BBB	3,828,540

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25,008,107

Minnesota 0.5%

1,300 Meeker Cnty. Rev., 5.75%, 11/1/37

NR/NR

903,760

1,500 Minneapolis Rev., Providence Project, 5.75%, 10/1/37, Ser. A

NR/NR

965,745

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PIMCO Municipal Income Fund II Schedule of Investments

November 30, 2008 (unaudited)

Principal Amount (000)		Credit Rating (Moody s/S&P)	Value
	Minnesota (continued)		
\$ 280	Minneapolis, Tax Allocation, Grant Park Project, 5.35%, 2/1/30	NR/NR	\$ 191,962
2,640	North Oaks Presbyterian Homes Rev., 6.00%, 10/1/33	NR/NR	1,931,741
1,530	6.125%, 10/1/39	NR/NR	1,109,724
500	Oronoco Multifamily Housing Rev., 5.40%, 6/1/41	NR/NR	300,265
			5,403,197
	Mississippi 0.3%		
3,605	Business Finance Corp., Pollution Control Rev., 5.875%, 4/1/22	Ba1/BBB	2,851,014
740	Dev. Bank Special Obligation Projects & Equipment Acquisitions Rev., 5.00%, 7/1/24 (AMBAC)	Baa1/AA	637,421
			3,488,435
	Missouri 0.3%		
2,600	Branson Regional Airport Transportation Dev. Dist. Rev., 6.00%, 7/1/37, Ser. A	NR/NR	1,679,392
740	Hanley Road & North of Folk Ave. Transportation Dist. Rev., 5.00%, 10/1/25	NR/NR	542,028
1,500	St. Louis Parking Rev., Downtown Parking Facs., 6.00%, 2/1/28, (Pre-refunded @ \$100, 2/1/12) (c)	NR/NR	1,646,085
			3,867,505
	Nevada 0.2%		
1,450	Clark Cnty., GO, 5.00%, 6/1/31 (FGIC)	Aa1/AA+	1,332,550
1,620	State, GO, 5.00%, 5/15/28 (FGIC)	Aa1/AAA	1,475,302
			2,807,852
	New Hampshire 0.3%		
360	Health & Education Facs. Auth. Rev., Catholic Medical Center, 6.125%, 7/1/32	Baa1/BBB+	263,232
2,640	6.125%, 7/1/32, (Pre-refunded @ \$101, 7/1/12) (c)	Baa1/BBB+	3,003,317
			3,266,549
	New Jersey 2.4%		
950	Burlington Cnty. Bridge Commission Rev., 5.625%, 1/1/38 Economic Dev. Auth. Rev., Arbor Glen, 6.00%, 5/15/28	NR/NR	627,437
525	6.00%, 5/15/28	NR/NR	402,775
225	6.00%, 5/15/28, Ser. A, (Pre-refunded @ \$102, 5/15/09) (c) Kapkowski Road Landfill, Special Assessment, 5.75%, 10/1/21	NR/NR	234,412
4,000	5.75%, 10/1/21	Baa3/NR	3,461,920
11,405	5.75%, 4/1/31	Baa3/NR	8,905,138
1,100	Seabrook Village, 5.25%, 11/15/36 Health Care Facs. Financing Auth. Rev., St. Peters Univ. Hospital, 5.75%, 7/1/37	NR/NR	665,885
1,500	5.75%, 7/1/37	Baa2/BBB-	1,113,615
1,830	Trinitas Hospital, 5.25%, 7/1/30, Ser. A	Baa3/BBB-	1,290,607
3,500	State Educational Facs. Auth. Rev., Fairfield Dickinson Univ., 6.00%, 7/1/25, Ser. D	NR/NR	2,805,810

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13,150 Tobacco Settlement Financing Corp. Rev.,
5.00%, 6/1/41, Ser. 1A

Baa3/BBB

7,361,107

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PIMCO Municipal Income Fund II Schedule of Investments

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Principal Amount (000)		Credit Rating (Moody s/S&P)	Value
\$ 1,285	New Jersey (continued) 6.00%, 6/1/37, (Pre-refunded @ \$100, 6/1/12) (c)	Aaa/AAA	\$ 1,438,712
			28,307,418
5,000	New Mexico 0.3% Farmington Pollution Control Rev., 5.80%, 4/1/22	Baa3/BB+	3,924,750
1,200	New York 1.0% Erie Cnty. Industrial Dev. Agcy., Orchard Park Rev., 6.00%, 11/15/36	NR/NR	800,880
10,000	Liberty Dev. Corp. Rev., 5.25%, 10/1/35 (h)	Aa3/AA-	7,156,000
1,100	Nassau Cnty. Industrial Dev. Agcy. Rev., Amsterdam at Harborside, 6.70%, 1/1/43, Ser. A	NR/NR	832,777
2,830	New York City Municipal Water Finance Auth. Rev., 5.00%, 6/15/37, Ser. D (h)	NR/AAA	2,562,706
			11,352,363
550	North Carolina 0.1% Medical Care Commission Rev., Salem town, 5.10%, 10/1/30	NR/NR	339,587
1,000	Village at Brookwood, 5.25%, 1/1/32	NR/NR	637,210
			976,797
3,710	North Dakota 0.2% Stark Cnty. Healthcare Rev., Benedictine Living Communities, 6.75%, 1/1/33	NR/NR	2,761,613
7,500	Ohio 0.6% Lorain Cnty. Hospital Rev., Catholic Healthcare, 5.375%, 10/1/30	A1/AA-	6,571,950
22,600	Pennsylvania 5.3% Allegheny Cnty. Hospital Dev. Auth. Rev., 5.375%, 11/15/40, Ser. A	Ba3/BB	12,740,298
470	9.25%, 11/15/15, Ser. B, (Pre-refunded @ \$102, 11/15/10) (c)	Ba3/AAA	529,314
1,000	9.25%, 11/15/22, Ser. B, (Pre-refunded @ \$102, 11/15/10) (c)	Ba3/AAA	1,142,980
5,700	9.25%, 11/15/30, Ser. B, (Pre-refunded @ \$102, 11/15/10) (c)	Ba3/AAA	6,514,986
750	Cumberland Cnty. Auth., Retirement Community Rev., Messiah Village, Ser. A, 5.625%, 7/1/28	NR/BBB-	556,252
670	6.00%, 7/1/35	NR/BBB-	498,333
4,500	Wesley Affiliated Services, 7.25%, 1/1/35, Ser. A, (Pre-refunded @ \$101, 1/1/13) (c)	NR/NR	5,253,525
3,250	Harrisburg Auth. Rev., 6.00%, 9/1/36	NR/NR	2,367,235
5,000	Montgomery Cnty. Higher Education & Health Auth. Hospital Rev., Abington Memorial Hospital, Ser. A, 5.125%, 6/1/27	NR/A	4,052,150
3,750	5.125%, 6/1/32	NR/A	2,858,175
11,600	Philadelphia Hospitals & Higher Education Facs. Auth. Hospital Rev., Temple Univ. Hospital, 6.625%, 11/15/23, Ser. A	Baa3/BBB	9,449,012
17,000	Philadelphia, GO, 5.25%, 12/15/32, Ser. A (FSA)	Aaa/AAA	15,260,390

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500	Pittsburgh & Allegheny Cntys. Public Auditorium Auth. Rev., 5.00%, 2/1/29 (AMBAC)	Baa1/AA	469,155
			61,691,805

PIMCO Municipal Income Fund II Schedule of Investments

November 30, 2008 (unaudited)

Principal Amount (000)		Credit Rating (Moody s/S&P)	Value
\$ 76,200	Rhode Island 4.8% Tobacco Settlement Financing Corp. Rev., 6.25%, 6/1/42, Ser. A	Baa3/BBB	\$ 56,094,630
	South Carolina 3.0% Jobs-Economic Dev. Auth. Rev., Bon Secours, 13,850 5.625%, 11/15/30 3,770 5.625%, 11/15/30, (Pre-refunded @ \$100, 11/15/12) (c) Lexington Cnty. Health Services Dist. Hospital Rev., 10,800 5.50%, 11/1/32, (Pre-refunded @ \$100, 11/1/13) (c) 3,400 5.50%, 5/1/37, (Pre-refunded @ \$100, 5/1/14) (c) 3,250 Tobacco Settlement Rev. Management Auth. Rev., 6.375%, 5/15/28, Ser. B, (Pre-refunded @ \$101, 5/11/15) (c)	A3/A- A3/A- A2/A+ A2/A+ Baa3/BBB	11,467,938 4,201,439 12,113,172 3,836,016 3,492,580
			35,111,145
	Tennessee 0.5% 3,000 Energy Acquisition Corp. Rev., 5.00%, 2/1/23, Ser. C 3,750 Knox Cnty. Health Educational & Housing Facs. Board Rev., 5.25%, 10/1/30 500 Sullivan Cnty. Health Educational & Housing Facs. Rev., 5.25%, 9/1/36, Ser. C	Baa1/AA- A1/AA- NR/BBB+	2,020,980 3,230,775 324,370
			5,576,125
	Texas 9.1% 10 Arlington Independent School Dist., GO, 5.00%, 2/15/24 (PSF-GTD) Aubrey Independent School Dist., GO (PSF-GTD), 130 5.50%, 2/15/33 4,350 5.50%, 2/15/33, (Pre-refunded @ \$100, 8/15/14) (c) 6,500 Brazos Cnty. Health Facs. Dev. Corp. Rev., Franciscan Services Corp., 5.375%, 1/1/32 2,700 Comal Cnty. Health Facs. Dev. Rev., McKenna Memorial Hospital Project, 6.25%, 2/1/32, (Pre-refunded @ \$100, 2/1/13) (c) 20,000 Frisco Independent School Dist., GO, zero coupon, 8/15/34 (PSF-GTD) 700 HFDC of Central Texas, Inc. Rev., Village at Gleannloch Farms, 5.50%, 2/15/37, Ser. A 5,500 Houston Rev., 5.00%, 7/1/25, Ser. C (FGIC) 770 Keller Independent School Dist., GO, 4.875%, 8/15/31 (PSF-GTD) 3,170 Little Elm Independent School Dist., GO, 5.30%, 8/15/29, Ser. A (PSF-GTD) 6,250 North Dallas Thruway Auth. Rev., 4.75%, 1/1/29 (FGIC) North Harris Cnty. Regional Water Auth. Rev., 10,300 5.25%, 12/15/33 10,300 5.50%, 12/15/38 5,000 North Texas Tollway Auth. Rev., 5.625%, 1/1/33, Ser. B 2,000 Sabine River Auth. Rev., 5.20%, 5/1/28 10,000 San Antonio Electric & Gas Sys Rev., 5.00%, 2/1/32, Ser. 3247 (h)	Aaa/NR Aaa/NR Aaa/NR NR/A- NR/AAA Aaa/NR NR/NR A1/AA Aaa/AAA NR/AAA A2/AA A3/A+ A3/A+ A2/A- Caa1/CCC Aa1/NR	10,000 131,892 4,947,429 4,754,165 3,082,752 3,912,800 431,249 4,912,930 699,622 3,173,645 5,451,000 8,872,832 9,016,517 4,472,450 1,019,980 9,263,300

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PIMCO Municipal Income Fund II Schedule of Investments

November 30, 2008 (unaudited)

Principal Amount (000)		Credit Rating (Moody s/S&P)	Value
	Texas (continued)		
\$ 17,500	State, Mobility Fund, GO (h), 4.75%, 4/1/36	Aa1/AA	\$ 15,323,350
10,025	4.75%, 4/1/35, Ser. A	Aa1/AA	9,000,746
1,000	State Public Finance Auth. Rev., 5.875%, 12/1/36, Ser. A	Baa3/BBB-	729,430
	State Turnpike Auth. Central Turnpike System Rev., Ser. A (AMBAC),		
10,000	zero coupon, 8/15/19	Baa1/AA	5,378,000
8,880	5.00%, 8/15/42	Baa1/AA	6,409,229
3,250	State Water Financial Assistance, GO, 5.00%, 8/1/36	Aa1/AA	2,925,552
4,150	Willacy Cnty. Rev., 6.875%, 9/1/28, Ser. A-1	NR/NR	2,964,428
			106,883,298
	Virginia 0.1%		
2,050	James City Cnty. Economic Dev. Auth. Rev., 5.50%, 7/1/37, Ser. A	NR/NR	1,274,546
	Washington 1.2%		
13,000	Health Care Facs. Auth. Rev., Virginia Mason Medical Center, 6.125%, 8/15/37, Ser. A	Baa2/BBB	9,127,560
6,800	State Housing Finance Commission Rev., Skyline at First Hill, 5.625%, 1/1/38, Ser. A	NR/NR	4,194,988
			13,322,548
	Wisconsin 0.8%		
1,125	Badger Tobacco Asset Securitization Corp. Rev., 6.00%, 6/1/17	Baa3/BBB	1,088,719
7,080	6.125%, 6/1/27	Baa3/BBB	6,691,308
	Health & Educational Facs. Auth. Rev., Froedert & Community Health Oblig.,		
90	5.375%, 10/1/30	NR/AA-	78,951
910	5.375%, 10/1/30, (Pre-refunded @ \$101, 10/1/11) (c)	NR/AA-	991,536
			8,850,514
	Total Municipal Bonds & Notes (cost \$1,243,526,036)		1,083,655,269
	VARIABLE RATE NOTES (f) 1.2%		
	Florida 0.2%		
2,830	Highlands Cnty. Health Facs. Auth. Rev., Adventist Health System, 5.00%, 11/15/31, Ser. C	A1/A+	2,270,990
	Illinois 0.4%		
5,000	State, GO, 8.12%, 4/1/27, Ser. 783 (FSA)(a)(d)(e)	Aaa/NR	5,017,400
	Massachusetts 0.3%		
2,200	State, GO, 1.10%, 11/1/30, Ser. 785 (FGIC-TCRS)(a)(d)(e)	Aa2/NR	3,018,290
	Washington 0.3%		
4,550	Central Puget Sound Regional Transit Auth. Sales Tax &		

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Motor Rev., 3.27%, 2/1/28, Ser. 360 (FGIC)(a)(d)(e)	Aa2/NR	3,797,840
Total Variable Rate Notes (cost \$14,778,778)		14,104,520

PIMCO Municipal Income Fund II **Schedule of Investments**

November 30, 2008 (unaudited)

Principal Amount (000)		Value
U.S. TREASURY BILLS (g) 6.1%		
\$ 71,160	0.01%-1.10%,12/11/08-2/26/09 (cost \$71,150,807)	\$ 71,150,807
	Total Investments (cost \$1,329,455,621) 100.0%	\$1,168,910,596

PIMCO California Municipal Income Fund II Schedule of Investments

November 30, 2008 (unaudited)

Principal Amount (000)		Credit Rating (Moody's/S&P)	Value
CALIFORNIA MUNICIPAL BONDS & NOTES 90.1%			
\$ 2,000	ABC Unified School Dist., GO, zero coupon, 8/1/23, Ser. B (MBIA-FGIC)	A1/AA	\$ 831,140
1,000	Alpine Union School Dist., GO, zero coupon, 8/1/24, Ser. B (FSA)	Aaa/AAA	432,780
5,300	Assoc. of Bay Area Gov't Finance Auth. Rev., Odd Fellows Home (CA Mtg. Ins.), 5.20%, 11/15/22	NR/A+	5,141,318
26,000	5.35%, 11/15/32	NR/A+	23,453,040
2,000	Bay Area Gov't Assoc., Lease Rev., 5.00%, 7/1/32, Ser. 2002-1 (AMBAC)	Baa1/AA	1,777,040
1,945	Bay Area Gov't Assoc., Special Assessment, Windmere Ranch Dist., 6.30%, 9/2/25, (Pre-refunded @ \$102, 9/2/11) (c)	NR/AAA	2,208,761
1,085	Capistrano Unified School Dist., Special Tax, 5.70%, 9/1/20, (Pre-refunded @ \$102, 9/1/09) (c)	NR/NR	1,144,252
2,300	Ceres Unified School Dist., GO, zero coupon, 8/1/27 (MBIA-FGIC)	NR/AA	695,888
1,160	Chula Vista Dist., Special Tax, 6.05%, 9/1/25, (Pre-refunded @ \$102, 9/1/10) (c)	NR/NR	1,267,161
1,825	Chula Vista Community Facs. Dist., Special Tax, Eastlake Woods, 6.15%, 9/1/26	NR/NR	1,463,376
4,380	6.20%, 9/1/33	NR/NR	3,438,388
2,880	Otay Ranch Village, 5.125%, 9/1/36	NR/NR	1,929,485
2,000	Clovis Unified School Dist., GO, Ser. B (MBIA-FGIC), zero coupon, 8/1/23	NR/AA	818,260
3,535	zero coupon, 8/1/25	NR/AA	1,246,017
2,500	zero coupon, 8/1/27	NR/AA	760,625
1,410	Community College Financing Auth. Lease Rev., 5.00%, 8/1/27, Ser. A (AMBAC)	Baa1/AA	1,219,269
9,945	Coronado Community Dev. Agcy., Tax Allocation (AMBAC), 4.875%, 9/1/35	NR/AA	7,893,545
10,000	4.875%, 9/1/35 (h)	NR/AA	7,937,200
1,110	Corona-Norco Unified School Dist. Public Financing Auth., Special Tax, 5.10%, 9/1/25 (AMBAC)	Baa1/AA	1,041,435
210	5.55%, 9/1/15, Ser. A	NR/NR	198,238
305	5.65%, 9/1/16, Ser. A	NR/NR	285,507
160	5.75%, 9/1/17, Ser. A	NR/NR	148,346
530	6.00%, 9/1/20, Ser. A	NR/NR	465,377
1,000	6.00%, 9/1/25, Ser. A	NR/NR	787,160
4,150	6.10%, 9/1/32, Ser. A	NR/NR	3,284,725
3,000	Dinuba Financing Auth. Lease Rev., 5.10%, 8/1/32 (MBIA) Educational Facs. Auth. Rev., Loyola Marymount Univ., zero coupon, 10/1/34, Ser. A (MBIA)	Baa1/AA	2,876,490
3,475	Woodbury Univ., 5.00%, 1/1/36	A2/NR	662,648
2,000		Baa3/BBB-	1,309,500

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PIMCO California Municipal Income Fund II Schedule of Investments

November 30, 2008 (unaudited)

Principal Amount (000)		Credit Rating (Moody s/S&P)	Value
\$ 1,560	Empire Union School Dist., Special Tax (AMBAC), zero coupon, 10/1/30	Baa1/AA	\$ 362,201
1,265	zero coupon, 10/1/32	Baa1/AA	262,488
1,000	Escondido Union School Dist., GO, zero coupon, 8/1/27 (FSA)	Aaa/AAA	321,170
2,440	Eureka Union School Dist., GO, zero coupon, 8/1/27 (FSA)	Aaa/AAA	762,671
	Foothill Eastern Corridor Agcy. Toll Road Rev., zero coupon, 1/1/25, Ser. A	Aaa/AAA	2,967,587
7,100	zero coupon, 1/1/26, Ser. A	Aaa/AAA	1,290,309
3,270	zero coupon, 1/15/27 (MBIA-IBC)	Baa1/AA	1,224,210
1,500	Fremont Community Dist., Special Tax, 5.30%, 9/1/30	NR/NR	1,039,781
1,440	Golden State Tobacco Securitization Corp. Rev., zero coupon, 6/1/37, Ser. A-2	Baa3/BBB	844,980
2,000	5.00%, 6/1/33, Ser. A-1	Baa3/BBB	5,018,080
8,000	5.00%, 6/1/35, Ser. A (FGIC) (h)	A2/A	7,674,400
10,000	5.00%, 6/1/38, Ser. A (FGIC) (h)	A2/A	32,496,300
45,000	5.00%, 6/1/45, Ser. A (AMBAC-TCRS)	A2/AA	8,578,264
11,985	5.00%, 6/1/45, Ser. A (FGIC-TCRS)	A2/A	4,201,620
6,000	6.25%, 6/1/33, Ser. A-1	Aaa/AAA	1,057,317
995	6.75%, 6/1/39, Ser. A-1, (Pre-refunded @ \$100, 6/1/13) (c)	NR/AAA	35,661,912
31,200	Health Facs. Finance Auth. Rev., Adventist Health System, 5.00%, 3/1/33	NR/A	3,070,560
4,000	Catholic Healthcare West, 5.00%, 7/1/28,	A2/A	379,947
495	Hope Rehabilitation, 5.375%, 11/1/20 (CA Mtg. Ins.)	NR/A+	1,950,072
2,115	Paradise VY Estates (CA Mtg. Ins.), 5.125%, 1/1/22	NR/A+	4,854,685
5,500	5.25%, 1/1/26	NR/A+	3,309,715
3,875	Huntington Beach Community Facs. Dist., Special Tax, 6.30%, 9/1/32	NR/NR	1,409,397
1,750	Infrastructure & Economic Dev. Bank Rev., Bay Area Toll Bridges, 5.00%, 7/1/36, (Pre-refunded @ \$100, 1/1/28) (AMBAC)(c)	Aaa/AAA	202,702
200	Irvine Improvement Board Act 1915, Special Assessment, 5.70%, 9/2/26	NR/NR	5,388,250
7,000	Irvine Unified School Dist., Special Tax, 5.125%, 9/1/36, Ser. A	NR/NR	672,360
1,000	Jurupa Unified School Dist., GO, zero coupon, 5/1/27 (MBIA-FGIC)	NR/AA	567,625
1,900	Kings Canyon JT Unified School Dist., GO, zero coupon, 8/1/27 (MBIA-FGIC)	NR/AA	772,754
2,450	Livermore-Amador Valley Water Management Agcy. Rev., 5.00%, 8/1/31, Ser. A (AMBAC)	A1/AA	4,604,587
5,300	Los Angeles, CP (MBIA), 5.00%, 2/1/27	A1/AA	9,461,896
9,895	5.00%, 10/1/27, Ser. AU	A2/AA	2,549,703
2,685	Los Angeles Department of Water & Power Rev., 4.75%, 7/1/30, Ser. A-2 (FSA)(h)	Aaa/AAA	12,856,050
15,000	5.00%, 7/1/35, Ser. A (FSA)(h)	Aaa/AAA	26,537,400
30,000	5.125%, 7/1/41, Ser. A (FGIC-TCRS)	Aa3/AA	15,068,380
16,950			

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Principal Amount (000)		Credit Rating (Moody s/S&P)	Value
\$ 1,000	Manhattan Beach Unified School Dist., GO, zero coupon, 9/1/25 (MBIA-FGIC)	Aa3/AA	\$ 368,610
	Manteca Redev. Agcy., Tax Allocation,		
7,295	5.00%, 10/1/32 (FSA)	Aaa/AAA	6,556,965
10,000	5.00%, 10/1/36 (AMBAC)	Baa1/AA	8,481,100
	Manteca Unified School Dist., Special Tax (MBIA),		
2,365	zero coupon, 9/1/25	Baa1/AA	798,826
5,330	5.00%, 9/1/29, Ser. C	Baa1/AA	4,817,094
4,000	Merced Cnty., CP, Juvenile Justice Correctional Fac., 5.00%, 6/1/32 (AMBAC)	A3/NR	3,527,880
	Modesto Elementary School Dist. Stanislaus Cnty., GO, Ser. A (MBIA-FGIC),		
2,615	zero coupon, 8/1/23	A1/AA	1,110,146
2,705	zero coupon, 8/1/24	A1/AA	1,068,448
2,000	zero coupon, 5/1/27	A1/AA	646,380
2,150	Modesto High School Dist. Stanislaus Cnty., GO, zero coupon, 8/1/26, Ser. A (MBIA-FGIC)	A1/AA	722,615
2,385	Monrovia Financing Auth. Lease Rev., Hillside Wilderness Preserve, 5.125%, 12/1/31 (AMBAC)	Baa1/AA	2,121,648
	Montebello Unified School Dist., GO,		
1,485	zero coupon, 8/1/24 (FSA)	Aaa/AAA	577,710
1,500	zero coupon, 8/1/24 (MBIA-FGIC)	NR/AA	569,490
2,830	zero coupon, 8/1/25 (MBIA-FGIC)	NR/AA	996,641
2,775	zero coupon, 8/1/27 (MBIA-FGIC)	NR/AA	842,407
4,700	Moreno Valley Unified School Dist. Community Facs. Dist., Special Tax, 5.20%, 9/1/36	NR/NR	3,206,387
2,400	Morgan Hill Unified School Dist., GO, zero coupon, 8/1/23 (FGIC)	NR/AAA	1,124,256
3,245	Newark Unified School Dist., GO, zero coupon, 8/1/26, Ser. D (FSA)	Aaa/AAA	1,109,498
19,805	Oakland, GO, 5.00%, 1/15/27, Ser. A (MBIA-FGIC)(h)	A1/A+	17,954,619
	Palmdale Community Redev. Agcy., Tax Allocation (AMBAC),		
1,230	zero coupon, 12/1/30	Baa1/AA	298,041
1,230	zero coupon, 12/1/31	Baa1/AA	280,686
1,225	zero coupon, 12/1/32	Baa1/AA	260,325
1,750	Paramount Unified School Dist., GO, zero coupon, 9/1/23, Ser. B (FSA)	Aaa/AAA	744,642
	Perris Public Financing Auth. Rev., Tax Allocation, Ser. C,		
780	5.375%, 10/1/20	NR/A	763,581
1,800	5.625%, 10/1/31	NR/A	1,678,464
10,000	Placentia-Yorba Linda Unified School Dist., CP, 5.00%, 10/1/32 (MBIA-FGIC)	A2/AA	8,513,300
10,150	Placer Union High School Dist., GO, zero coupon, 8/1/33 (FSA)	Aaa/AAA	2,126,222
	Poway Unified School Dist., Special Tax, Community Facs. Dist. No. 6, Area A,		
2,700	5.125%, 9/1/28	NR/BBB	1,967,328
3,000	5.60%, 9/1/33	NR/BBB	2,354,160
1,000	6.05%, 9/1/25	NR/NR	803,110
5,500	6.125%, 9/1/33	NR/NR	4,286,590

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Principal Amount (000)		Credit Rating (Moody s/S&P)	Value
\$ 1,000	Community Facs. Dist. No. 10, 5.65%, 9/1/25	NR/NR	\$ 781,250
2,000	Rancho Cucamonga Community Facs. Dist., Special Tax, 6.375%, 9/1/31, Ser. A	NR/NR	1,636,660
1,500	Richmond Wastewater Rev., zero coupon, 8/1/30 (FGIC)	Baa3/AA-	425,685
3,510	Riverside, CP, 5.00%, 9/1/33 (AMBAC)	Baa1/AA	3,024,778
	Riverside Unified School Dist. Community Facs. Dist. No. 15, Special Tax, Ser. A,		
1,000	5.15%, 9/1/25	NR/NR	752,950
1,000	5.25%, 9/1/30	NR/NR	710,770
1,000	5.25%, 9/1/35	NR/NR	690,910
	Rocklin Unified School Dist., GO (FGIC), zero coupon, 8/1/24 (MBIA)	A1/AA	1,960,000
5,000	zero coupon, 8/1/25 (MBIA)	A1/AA	1,458,000
4,000	zero coupon, 8/1/26	A1/AA	1,355,960
4,500	zero coupon, 8/1/27 (MBIA)	A1/AA	1,419,345
	Roseville Redev. Agcy., Tax Allocation (MBIA), 5.00%, 9/1/27, Ser. B	A3/AA	3,381,916
3,730	5.00%, 9/1/32	A3/AA	2,862,269
3,365	5.00%, 9/1/33	A3/AA	1,716,020
2,030	Sacramento City Financing Auth. Rev., North Natomas CFD No. 2, 6.25%, 9/1/23, Ser. A	NR/NR	3,633,597
4,335	San Diego Cnty. Water Auth., CP, Ser. A (MBIA), 5.00%, 5/1/28	Aa3/AA+	7,527,834
8,285	5.00%, 5/1/29	Aa3/AA+	7,214,080
8,000	San Diego Community Facs. Dist. No. 3, Special Tax, 5.60%, 9/1/21, Ser. A (a)	NR/NR	1,045,980
1,200	San Diego Public Facs. Financing Auth. Lease Rev. (MBIA), 5.00%, 5/15/29, Ser. A (FGIC)	A3/A+	864,040
1,000	Fire & Life Safety Facs., 5.00%, 4/1/32	Baa1/AA	1,170,390
1,500	Water Rev., 5.00%, 8/1/32	A3/AA	9,212,830
11,000	San Francisco City & Cnty. Airports Commission Rev., 4.50%, 5/1/28, Ser. 2 (MBIA)	A1/AA	4,485,314
5,585	San Joaquin Hills Transportation Corridor Agcy. Toll Road Rev., zero coupon, 1/1/25	Aaa/AAA	4,348,978
10,405	San Jose, Libraries & Parks, GO, 5.00%, 9/1/32, Ser. 760 (MBIA)(h)	Aa1/AAA	14,058,477
14,970	5.125%, 9/1/31	Aa1/AAA	9,785,966
10,190	San Jose Unified School Dist., GO, Santa Clara Cnty., 5.00%, 8/1/27, Ser. A (FSA)(h)	Aaa/AAA	8,508,036
9,150	San Juan Unified School Dist., GO (FSA), zero coupon, 8/1/23	Aaa/AAA	751,418
1,770	zero coupon, 8/1/26	Aaa/AAA	2,087,361
6,105	San Mateo Union High School Dist., GO, zero coupon, 9/1/20 (MBIA-FGIC)	Aa3/AA	1,234,364
2,300	San Rafael City High School Dist., GO, 5.00%, 8/1/27, Ser. B (FSA)	Aaa/AAA	1,662,893
1,730	San Rafael Elementary School Dist., GO, 5.00%, 8/1/27, Ser. B (FSA)	Aaa/AAA	3,134,106
3,280	Santa Clara Unified School Dist., GO (MBIA), 5.00%, 7/1/25	Baa1/AA	2,010,076
2,155	5.00%, 7/1/27	Baa1/AA	2,776,371
3,040			

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Principal Amount (000)		Credit Rating (Moody s/S&P)	Value
\$ 1,260	Santa Cruz Cnty., CP, 5.25%, 8/1/32	A3/NR	\$ 1,200,881
2,000	Santa Margarita Water Dist., Special Tax, 6.00%, 9/1/30, (Pre-refunded @ \$100, 9/1/13) (c)	NR/NR	2,274,760
815	6.25%, 9/1/29, (Pre-refunded @ \$102, 9/1/09) (c)	NR/NR	860,917
2,185	6.25%, 9/1/29	NR/NR	1,803,084
2,000	Santa Monica Community College Dist., GO, zero coupon, 8/1/26, Ser. C (MBIA)	Aa2/AA	660,900
	Saugus Hart School Facs. Financing Auth. Community Facs. Dist., Special Tax,		
1,140	6.10%, 9/1/32	NR/NR	892,791
2,155	6.125%, 9/1/33	NR/NR	1,679,564
1,000	Shasta Union High School Dist., GO, zero coupon, 8/1/24 (FGIC)	NR/AA	392,000
2,745	South Tahoe JT Powers Parking Financing Auth. Rev., 7.00%, 12/1/27, Ser. A	NR/NR	2,124,822
1,800	Southern Mono Health Care Dist., GO, zero coupon, 8/1/26 (MBIA)	Baa1/AA	584,622
	State, GO,		
400	5.00%, 6/1/37	A1/A+	333,448
14,400	5.00%, 11/1/37, Ser. 2670 (h)	A1/A+	11,994,336
2,400	5.00%, 12/1/37	A1/A+	1,998,936
	Statewide Community Dev. Auth. Rev.,		
1,600	Baptist Univ., 5.50%, 11/1/38, Ser. A	NR/NR	968,128
3,495	Bentley School, 6.75%, 7/1/32 (a)(b)	NR/NR	2,805,646