PIMCO MUNICIPAL INCOME FUND II

Form 5

STOCK

December 31, 2008

FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **GROSS WILLIAM H** Symbol PIMCO MUNICIPAL INCOME (Check all applicable) FUND II [PML] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner Officer (give title _X_ Other (specify (Month/Day/Year) below) below) 04/30/2008 EXECUTIVE COMMITTEE MEMBER 840 NEWPORT CENTER DRIVE, Â SUITE 100 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) NEWPORT BEACH, Â CAÂ 92660 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction or Disposed of (D) of Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at Direct (D) Ownership end of or Indirect (Instr. 4) Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) Amount (D) Price **COMMON** 277,110 Â Â 12/30/2002 P4 12,000 A \$ 14.32 D (3)(4)**STOCK** BY **COMMON** 4,950 Â **SPOUSE** 01/17/2003 P4 4,950 \$ 14.48 I **STOCK** (1) (1) COMMON 04/21/2003 Â P4 500 \$ 14.47 500 Ι BY Α

CHILD'S

OMB APPROVAL

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

							SEC 2270 (9-02)		
COMMON STOCK	Â	Â	Â	Â	Â	Â	4,950 (3) (4)	I	BY SPOUSE
COMMON STOCK	02/11/2005	Â	P4	2,500	A	\$ 15	71,358 (3) (4)	I	BY CHILD'S TRUST #3
COMMON STOCK	02/11/2005	Â	P4	2,500	A	\$ 15	71,220 <u>(3)</u> <u>(4)</u>	I	BY CHILD'S TRUST #2
COMMON STOCK	02/11/2005	Â	P4	2,500	A	\$ 15	71,322 <u>(3)</u> <u>(4)</u>	I	BY CHILD'S TRUST #1
COMMON STOCK	06/13/2003	Â	G4	500	D	\$ 14.89	500	I	BY CHILD'S TRUST #1
COMMON STOCK	05/21/2003	Â	P4	8,332 (2)	A	\$ 14.8442	8,332	I	BY CHILD'S TRUST #3 (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	8,334 (<u>2)</u>	A	\$ 14.8442	8,334	I	BY CHILD'S TRUST #1 (2)
									#3 (2)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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

4, and 5)

Relationships

Data Evaluation Or	unt
Date Expiration Title Number of (A) (D) Share	

Reporting Owners

Reporting Owner Name / Address							
•	Director	10% Owner	Officer	Other			
GROSS WILLIAM H 840 NEWPORT CENTER DRIVE SUITE 100 NEWPORT BEACH, CA 92660	Â	Â	Â	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).
- The Reporting Person previously reported this transaction as an acquisition of 4,950 shares of Common Stock of PIMCO Municipal **(1)** Income Fund ("PMF") rather than an acquisition of 4,950 shares of this issuer, PIMCO Municipal Income Fund II ("PML").
- The Reporting Person previously reported these transactions as acquisitions of an aggregate of 86,400 shares of Common Stock of **(2)** 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 **(3)** 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.

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Pacific Investment Management Company LLC (PIMCO) is the investment adviser of the issuer. Â Management Company LLC (PIMCO) is the investment adviser of the issuer. Â Management company LLC (PIMCO) is the investment adviser of the issuer. Â Management company LLC (PIMCO) is the investment adviser of the issuer. Â Management company LLC (PIMCO) is the investment adviser of the issuer. Â Management company LLC (PIMCO) is the investment adviser of the issuer. Â Management company LLC (PIMCO) is the investment adviser of the issuer. Â Management company LLC (PIMCO) is the investment adviser of the issuer. Â Management company LLC (PIMCO) is the investment adviser of the issuer. Â Management company LLC (PIMCO) is the investment adviser of the issuer.A â A Management company LLC (PIMCO) is the investment adviser of the issuer.A â A Management company LLC (PIMCO) is the investment adviser of the issuer.A â A Management company LLC (PIMCO) isâ A company LLCÂ (PIMCO)Â (

THISÂ FORMÂ 5Â ISÂ THEÂ SECONDÂ OFÂ TWOÂ FORMÂ 5?SÂ FILEDÂ FORÂ FYEÂ INDICATEDÂ INÂ BOXÂ

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.

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