

KARPUS MANAGEMENT INC
Form SC 13D/A
February 09, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(Amendment No. 12)
Under the Securities and Exchange Act of 1934

MFS Government Markets Income Trust
(MGF)
(Name of Issuer)

Common Stock
(Title of Class of Securities)

552939100
(CUSIP Number)

George W. Karpus, President
Karpus Management, Inc. d/b/a
Karpus Investment Management
183 Sully's Trail
Pittsford, New York 14534
(585) 586-4680

(Name, Address, and Telephone Number of Person Authorized to Receive
Notices and Communications)

February 9, 2006
(Date of Event which Requires Filing of this Statement)

If the person has previously filed a statement on Schedule 13G to
report the Acquisition which is the subject of this Schedule 13D,
and is filing this schedule because of Rule 13d-1 (b) (3) or (4), check
the following box. []

(Page 1 of 5 pages)
There are no exhibits.

Item 1. Security and Issuer

Common Stock
MFS Government Markets Income Trust
MFS Funds
500 Boylston Street
Boston, Massachusetts 02116

Item 2. Identity and Background

(a) Karpus Management, Inc. d/b/a Karpus Investment Management (?KIM?),
George W. Karpus, President, Director and Controlling Stockholder, JoAnn
Van Degriff, Vice-President and Director, and Sophie Karpus, Director.

(b) The address of KIM's principal place of business and principal office is
183 Sully's Trail, Pittsford, New York 14534.

(c) Principal business and occupation ? Investment Management for
individuals, pension and profit sharing plans, corporations, endowments,
trust and others, specializing in conservative asset management (i.e. fixed

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income investments).

(d) None of George W. Karpus, Jo Ann Van Degriff, or Sophie Karpus (?the Principals?) or KIM has been convicted in the past five years of any criminal proceeding (excluding traffic violations).

(e) During the last five years none of the principals or KIM has been a party to a civil proceeding as a result of which any of them is subject to a judgment, decree or final order enjoining future violations of or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the Principals is a United States citizen. KIM is a New York corporation.

Item 3. Source and Amount of Funds or Other Considerations

KIM, an independent investment advisor, has accumulated shares of MGF on behalf of accounts that are managed by KIM (?the Accounts?) under limited powers of attorney. All funds that have been utilized in making such purchases are from such Accounts.

Item 4. Purpose of Transaction

KIM has purchased Shares for investment purposes. Being primarily a fixed income manager, with a specialty focus in the closed end fund sector, the profile of MGF fit the investment guidelines for various Accounts. Shares have been acquired since October 21, 1992.

Item 5. Interest in Securities of the Issuer

(a) As of the date of this Report, KIM owns 3,721,277 shares, which represents 6.93% of the outstanding Shares. George W. Karpus currently owns 2400 shares purchased on January 8, 2004 at \$6.82 (1500 shares) and November 8 at \$6.54 (900 shares). Dana Consler presently owns 1700 shares purchased on February 15, 1995 at \$6.125 (400 shares), October 31, 1997 at \$6.6875 (500 shares), October 21 and 22, 2003 at \$6.69 (350 shares), and November 10 and 11, at \$6.69 (450 shares). Sophie Karpus (Director) presently owns 4000 shares purchased December 29, 1999 at a price of \$5.75 (300 shares), December 26, 2003 at \$6.77 (550 shares), and November 2, 2004 at \$6.63 (1300 shares), May 16, 2005 at a price of \$6.63 (1850 shares). Karpus Profit Sharing Plan presently owns 2900 shares purchased November 13, 2001 at a price of \$6.73 (1050 shares), July 2, 2003 at \$6.95 (1150 shares), July 30, 2004 at \$6.48 (600 shares), and August 2, 2004 at \$6.48 (100 shares). Karpus Investment Management Defined Benefit Plan currently owns 2300 shares purchased on September 2, 2003 at \$6.65 (850 shares), April 29, 2004 at \$6.53 (270 shares), and September 15, at \$6.59 (1180 shares). None of the other Principles of KIM presently own shares of MGF.

(b) KIM has the sole power to dispose of and to vote all of such Shares under limited powers of attorney.

(c) Open market purchases for the last 60 days for the Accounts. There have been no dispositions and no acquisitions, other than by such open market purchases:

Date
Shares
Price Per Share

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Date	Shares	Price Per Share
12/2/2005	1860	6.37
1/5/2006	5000	6.53
12/5/2005	5000	6.36
1/6/2006	1580	6.57
12/6/2005	1900	6.38
1/9/2006	1400	6.56
12/12/2005	-7700	6.40
1/10/2006	325	6.58
12/13/2005	-7000	6.40
1/10/2006	-1600	6.56
12/14/2005	2000	6.40
1/17/2006	2000	6.58
12/15/2005	3000	6.43
1/17/2006	-5000	6.57
12/19/2005	1500	6.40
1/23/2006	2200	6.53
12/22/2005	-4140	

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6.41

1/27/2006

-4350

6.52

12/23/2005

3200

6.41

1/30/2006

-8050

6.50

12/27/2005

5800

6.43

1/31/2006

-600

6.52

12/28/2005

5000

6.44

12/30/2005

-13000

6.47

The Accounts have the right to receive all dividends from, any proceeds from the sale of the Shares. KIM reserves the right to further accumulate or sell shares. None of the Accounts has an interest in shares constituting more than 5% of the Shares outstanding.

Item 6. Contracts, Arrangements, Understandings, or Relationships with Respect to Securities of the Issuer

Except as described above, there are no contracts, arrangements, understandings or relationships of any kind among the Principals and KIM and between any of them and any other person with respect to any of MGF Securities.

Item 7. Materials to be Filed as Exhibits

There are no exhibits.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

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Karpus Management, Inc.

By:

Name: Sharon L.Thornton

Title: Director of Investment Personnel and Senior Analyst

Dated: February 9, 2006