

INTERMEDIATE MUNI FUND INC

Form 8-K

July 23, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) July 22, 2004

Intermediate Muni Fund, Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

811-06506
(Commission File Number)

13-3643581
(IRS Employer
Identification No.)

300 First Stamford Place, 4th Floor, Stamford, CT
(Address of principal executive offices)

06902
(Zip Code)

Registrant's telephone number, including area code (203) 890-7041

Intermediate Muni Fund, Inc.

CURRENT REPORT ON FORM 8-K

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit

Number

99.1 Intermediate Muni Fund, Inc. press release, dated July 22, 2004.

Item 9. Regulation FD Disclosure.

On July 22, 2004, Intermediate Muni Fund, Inc. (the Fund) issued a press release in connection with a Securities and Exchange Commission investigation first disclosed in December 2003 involving Citigroup Asset Management, the Citigroup business unit which includes the Fund's Investment Manager and other investment advisory companies.

Exhibit 99.1 is a copy of the press release. The press release is being furnished pursuant to Item 9 of this Current Report on Form 8-K, and the information contained in Exhibit 99.1 shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under Section 18. Furthermore, the information contained in Exhibit 99.1 shall not be deemed to be incorporated by reference into the filings of the Fund under the Securities Act of 1933, as amended.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Intermediate Muni Fund, Inc.
(Registrant)

Date: July 23, 2004

/s/ Thomas C. Mandia

(Signature)

Name: Thomas C. Mandia
Title: Assistant Secretary

EXHIBIT INDEX

Exhibit

Number

99.1 Press release of the Fund, dated July 22, 2004.