

NUVEEN MUNICIPAL VALUE FUND INC

Form DEFA14A

August 10, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement.
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).**
- Definitive Proxy Statement.
- Definitive Additional Materials.
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

Nuveen Municipal Value Fund, Inc. (NUV)

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- o Fee paid previously with preliminary materials.
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2) Form, Schedule or Registration Statement No.:

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4) Date Filed:

The following was emailed to financial advisors on or about August 10, 2007:

We want to share with you in advance important news regarding Nuveen Investments. As part of Madison Dearborn's announced intention to buy Nuveen, we will soon deliver proxies to both open and closed-end fund investors asking them to approve the change in control. A shareholder meeting is scheduled for October 12, 2007 and we will be mailing proxies to shareholders in late August and early September.

To facilitate this process, we are asking for your help communicating this information to your firm's financial advisors and their clients.

We thank you for your continued support of Nuveen and hope you can join us on September 5th to kick off this very important proxy project.