

MFS INTERMEDIATE INCOME TRUST

Form N-23C-1

January 09, 2002

To: Securities and Exchange Commission
Washington, D.C.

Statement of registered closed-end investment company with respect
to purchases of its own securities pursuant to Rule N-23(c)-1 during
the last calendar month.

Report for the calendar month ending December 31, 2001:

MFS Intermediate Income Trust
Date
Identification
Shares
Repurchase

of Security
Repurchased
Price
NAV
Broker
12/13/01
Shares of beneficial interest
44,000
6.6907
7.30
Merrill Lynch
12/13/01
Shares of beneficial interest
30,000
6.6907
7.30
Merrill Lynch
12/17/01
Shares of beneficial interest
45,000
6.5883
7.26
Merrill Lynch
12/17/01
Shares of beneficial interest
100,000
6.5883
7.26
Merrill Lynch
12/18/01
Shares of beneficial interest
45,000
6.5925
7.29
Merrill Lynch
12/19/01
Shares of beneficial interest
21,000
6.6421
7.32
Merrill Lynch
12/20/01

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Shares of beneficial interest

37,200

6.6

7.31

Merrill Lynch

12/21/01

Shares of beneficial interest

45,000

6.6032

7.30

Merrill Lynch

12/28/01

Shares of beneficial interest

48,000

6.6602

7.29

Merrill Lynch

Total Shares Repurchased: 415,200

Remarks: (none)

Robert Flaherty

Assistant Treasurer