

MFS INTERMEDIATE INCOME TRUST

Form N-23C-1

February 06, 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 N23C-1 during the last calendar month.

**MFS Intermediate Income Trust - MIN**

Report of the calendar month ending **January 31, 2002**:

<b>Date</b>	<b>Identification of Security</b>	<b>Shares Repurchased</b>	<b>Repurchase Price</b>	<b>NAV</b>	<b>Broker</b>
1/14/02	Shares of beneficial interest	29,300	6.81>	7.38>	Merrill Lynch
1/14/02	Shares of beneficial interest	35,500	6.81	7.38	Merrill Lynch

Total Shares Repurchased: **64,800**

Remarks? (*none*)

Robert Flaherty, Assistant Treasurer  
MFS Investment Management