

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