

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**:

| Date | Identification of Security | Shares Repurchased | Repurchase Price | NAV | Broker |
|-------------|-----------------------------------|---------------------------|-------------------------|------------|---------------|
| 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