Dougherty Kevin Form 4 September 09, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Dougherty Kevin

(Last)

(City)

1. Title of

Security

(Instr. 3)

(First) (Middle)

500 BOYLSTON STREET

(Street)

BOSTON, MA 02116

(State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol

MFS INTERMEDIATE INCOME TRUST [MIN]

3. Date of Earliest Transaction (Month/Day/Year) 03/08/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

3.

Disposed of (D)

(Instr. 3, 4 and 5)

4. Securities

Following Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and 8. Price of 9. Nu Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Amount of Derivative Deriv Security or Exercise Code of(Month/Day/Year) Underlying Security Secu any

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3235-0287

January 31,

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

MFS Director

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

10% Owner __X__ Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Director

Applicable Line)

Officer (give title

Estimated average

burden hours per

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Bene Own Follo Repo Trans (Instr

Shares

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | Securities Acquired (A) or Disposed of (D) (Instr. 3, | | Securities (Instr. 3 and 4) | (Instr. 5) |
|------------|------------------------------|------------------|------------|---------|---|--------------------|-----------------------------|------------|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title Amount or Number of | |

MFS Director

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dougherty Kevin

500 BOYLSTON STREET

BOSTON, MA 02116

Signatures

Susan S. Newton, By Power of Attorney 09/09/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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