

MFS INTERMEDIATE INCOME TRUST  
Form 3  
September 08, 2008

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Karpus Management, Inc.		(Month/Day/Year)	MFS INTERMEDIATE INCOME TRUST [MIN]	
(Last)	(First)	(Middle)	08/22/2008	
183 SULLY'S TRAIL			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PITTSFORD,Â NYÂ 14534			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
MFS Intermediate Income Trust ("MIN")	724,200	I	See Footnote 1 <sup>(1)</sup>
MFS Intermediate Income Trust ("MIN")	7,850 <sup>(2)</sup>	D	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Karpus Management, Inc. 183 SULLY'S TRAIL PITTSFORD, NY 14534	^	^ X	^	^
KARPUS GEORGE W ^	^	^	^	President of KIM

## Signatures

Cody B. Bartlett Jr., CFA, Managing Director of Investments	09/08/2008
^ **Signature of Reporting Person	Date
George W. Karpus, President and CEO	09/08/2008
^ **Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Karpus Management Inc., d/b/a Karpus Investment Management ("KIM") is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940 (15 U.S.C. 80b-3). KIM does not own or have a direct pecuniary interest in any MIN shares. Instead, MIN shares are owned by KIM's clients in separate customer accounts (the "Accounts") managed by KIM in the ordinary course of
- (1) KIM's business under limited powers of attorney. All funds that have been utilized in purchasing MIN shares are from such Accounts. By reason of a contractual relationship with one of KIM's clients regarding the contingent payment of certain performance related fees, KIM may be deemed to have an indirect pecuniary interest in some or all of the 724,200 MIN shares owned by the client pursuant to SEC Rule 16a-1(2)(ii)(C).
  - (2) George W. Karpus, the President of KIM, owns 7,850 MIN shares.

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### Remarks:

Both KIM and Mr. Karpus disclaim any beneficial ownership (as that term is defined in SEC Rule

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.