

MFS INTERMEDIATE INCOME TRUST

Form N-23C-1/A

July 07, 2004

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 - MINReport of the calendar month ending **May 31, 2004**:

| Date | Identification of Security | Shares Repurchased | Repurchase Price | NAV | Broker |
|-------------|-----------------------------------|---------------------------|-------------------------|------------|---------------|
| 5/10/04 | Shares of beneficial interest | 42,000 | 6.31 | 7.21 | Merrill Lynch |
| 5/11/04 | Shares of beneficial interest | 38,900 | 6.30 | 7.21 | Merrill Lynch |
| 5/13/04 | Shares of beneficial interest | 82,000 | 6.25 | 7.17 | Merrill Lynch |
| 5/14/04 | Shares of beneficial interest | 82,000 | 6.30 | 7.18 | Merrill Lynch |
| 5/17/04 | Shares of beneficial interest | 45,300 | 6.31 | 7.21 | Merrill Lynch |
| 5/18/04 | Shares of beneficial interest | 90,000 | 6.30 | 7.20 | Merrill Lynch |
| 5/19/04 | Shares of beneficial interest | 90,000 | 6.33 | 7.19 | Merrill Lynch |
| 5/24/04 | Shares of beneficial interest | 90,000 | 6.42 | 7.20 | Merrill Lynch |
| 5/25/04 | Shares of beneficial interest | 85,000 | 6.43 | 7.21 | Merrill Lynch |
| 5/26/04 | Shares of beneficial interest | 31,200 | 6.42 | 7.22 | Merrill Lynch |
| 5/27/04 | Shares of beneficial interest | 34,900 | 6.46 | 7.24 | Merrill Lynch |
| 5/28/04 | Shares of beneficial interest | 85,000 | 6.48 | 7.23 | Merrill Lynch |

Total Shares Repurchased: **796,300**Remarks? (*none*)

Stephanie DeSisto, Assistant Treasurer
MFS Investment Management