

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2004-05-18** | Period of Report: **2004-05-10**  
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REPORTING OWNER

**OBRIEN WILLIAM K**

CIK: **1187425**

Type: **3** | Act: **34** | File No.: **811-05440** | Film No.: **04815937**

Business Address  
50 MINUTEMAN ROAD  
ANDOVER MA 01810  
9786841000

ISSUER

**MFS INTERMEDIATE INCOME TRUST**

CIK: **826735** | State of Incorpor.: **MA** | Fiscal Year End: **1031**

Mailing Address  
500 BOYLSTON STREET  
15TH FL  
BOSTON MA 02116

Business Address  
500 BOYLSTON ST  
15TH FL  
BOSTON MA 02116  
18006372929

**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

1. Name and Address of Reporting Person <b>OBRIEN WILLIAM K</b>  (Last) (First) (Middle)  (Street)  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <b>05/10/2004</b>	3. Issuer Name and Ticker or Trading Symbol <b>MFS INTERMEDIATE INCOME TRUST [MIN]</b>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner ____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>MFS Director</b>	5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ 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)
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**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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Signatures**

James R. Bordewick, Jr., Attorney in Fact

\*\* Signature of Reporting Person

05/18/2004

Date

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

\* 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.

**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 Number.**

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Christopher R. Bohane, James R. Bordewick, Jr., Jeffrey N. Carp, James F. DesMarais and Stephanie A. Molinari, and each of them singly, as true and lawful attorneys with full power to them and each of them, to execute, on behalf of the undersigned, in the capacity listed below, any and all statements or reports under Section 16 of the Securities Exchange Act of 1934, as amended, with respect to the beneficial ownership of reportable securities issued by MFS Charter Income Trust, MFS Government Markets Income Trust, MFS Intermediate Income Trust, MFS Multimarket Income Trust, MFS Municipal Income Trust and MFS Special Value Trust including, without limitation, all initial statements of beneficial ownership on Form 3, all statements of changes of beneficial ownership on Form 4 and all annual statements of beneficial ownership on Form 5, and any and all other documents that may be required, from time to time, to be filed with the Securities and Exchange Commission, to execute any and all amendments or supplements to any such statements or forms, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorney, full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys or any of them may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has set his or her hand on this 17th day of May, 2004.

WILLIAM K. O'BRIEN  
William K. O'Brien  
MFS Director