



Common Stock							16,500	I	Conway Irrevocable Trust FBO Alden M. Conway
Common Stock							16,500	I	By Edna N. Conway Irrevocable Trust FBO Chase T. Conway
Common Stock							16,500	I	By Edna N. Conway Irrevocable Trust FBO Merritt E. Conway

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

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. SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conway Bruce C. C/O MRI INTERVENTIONS, INC. ONE COMMERCE SQUARE, SUITE 2550 MEMPHIS, TN 38103	X			

## Signatures

/s/ Oscar Thomas, by Power of Attorney for Bruce C. Conway		03/12/2013
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).

(1) Includes 32,891 shares held jointly with spouse and 10,000 shares held in an IRA.

(2) This price is a weighted average price. The shares were purchased in two separate transactions: 100 shares at \$1.56 and 3,400 shares at \$1.58.

(3) Includes 5,000 shares held through an IRA.

(4) This price is a weighted average price. The shares were purchased in four separate transactions: 2,500 shares at \$1.58; 2,500 shares at \$1.56; 2,500 shares at \$1.55; and 2,500 shares at \$1.53.

(5) These shares are held in trust for the benefit of the reporting person's children. A third party is trustee of the trust.

(6) These shares are held in trust for the benefit of the reporting person's child. The reporting person's spouse is trustee of the trust.

(7) These shares are held in trust for the benefit of the reporting person's child. The reporting person's spouse is trustee of the trust.

(8) These shares are held in trust for the benefit of the reporting person's child. The reporting person's spouse is trustee of the trust.

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.